

Consolidated's Report

(Voting through Remote e-voting, and e-voting at the Annual General Meeting venue through Ballots)

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 24th Annual General Meeting of the Members of **RICHFIELD FINANCIAL SERVICES LIMITED (L65999WB1992PLC055224)**, held on Saturday, **20th day of August, 2016** at 1.30 PM at Conference Room of All India Ball Bearing Merchants' Association, 6B, Rajendra Prasad Sarani (Clive Row), 1st Floor, Kolkata-700 001.

Dear Sir,

1. I, **HARI RAM AGARWAL**, a Chartered Accountant in Practice (FCA.057625), and Partner, **H. R. Agarwal & Associates**, Chartered Accountants, Kolkata, was duly appointed as a Scrutinizer by the Board of Directors of **RICHFIELD FINANCIAL SERVICES LIMITED** (the Company) for the purpose of scrutinizing the process of voting through Remote e-voting and voting at the Annual General Meeting venue through Ballot under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through Remote e-voting and voting at the Annual General Meeting venue through Ballot for the resolutions proposed in the Notice of 24th Annual General Meeting of the Members of the Company dated 04.07.2016. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and e-voting at the Annual General Meeting venue through Ballot is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 24th AGM of the Company, based on the reports generated from the e-voting system provided by Niche Technologies Private Limited, the agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities.
3. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open for three days and the e-voting period commenced on August 17, 2016 at 09:00 A.M. and ends on August 19, 2016 at 5:00 P.M. and members were requested to cast their votes electronically

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conveying their assent or dissent in respect of the resolution on the e-voting platform provided by Niche Technologies Private Limited.

4. The member of the Company as on "cut off" date i.e. August 13, 2016 were entitled to vote on the resolutions proposed in the notice calling 24th AGM of the Company.
5. At the end of the remote e-voting period on August 13, 2016 at 5:00 P.M., the voting portal of the service provider was blocked forthwith.
6. At the 24th Annual General Meeting of the Company held on August 20, 2016, the Chairman at the end of discussions on the resolution(s) announced the voting through Ballot to facilitate the members present at the meeting who could not participate in the remote e-voting to record their votes.
7. Immediately after the conclusion of the e-voting at the venue of the AGM on the 20th day of August, 2016, the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Mr. Sumit Agarwal and Ms. Archana Agarwal who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015. They have signed below in confirmation of the votes being unblocked in their presence.
8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of Niche Technologies Private Limited, and voting cast by the members at the venue of Annual General Meeting through Ballot.
9. I have issued separate Scrutinizer's Report on the remote e-voting and voting through Ballot at the Annual General Meeting on the resolutions contained in the notice to the AGM. I submit herewith my consolidated Scrutinizer's Report on the results of voting through remote e-voting and voting through Ballot at the Annual General Meeting as under:

Item No. 1

Adoption of Standalone and Consolidated Audited Financial statements of the Company for Financial Year ended on March 31, 2016 and the statement of Profit and Loss Account for the year ended on that date together with the Report of the Board of Directors and Auditors thereon.

(Ordinary Resolution)

Particulars	Remote E-Voting		Ballot		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	42	1863400	34	13040	76	1876440	100.000
Dissent	0	0	0	0	0	0	0.000
Total	42	1863400	34	13040	76	1876440	100.000
Abstain / Invalid	0	0	0	0	0	0	--

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Item No. 2

Appointment of Director in place of Mr. Jai Narayan Gupta, (holding DIN No. 00570313), who retires by rotation and being eligible offers himself for re-appointment.

(Ordinary Resolution)

Particulars	Remote E-Voting		Ballot		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	42	1863400	34	13040	76	1876440	100.000
Dissent	0	0	0	0	0	0	0.000
Total	42	1863400	34	13040	76	1876440	100.000
Abstain / Invalid	0	0	0	0	0	0	--

Item No. 3

Appointment of M/s. More V & Co., Chartered Accountants (FRN: 312033E) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 25 th Annual General Meeting and fixation of remuneration.

(Ordinary Resolution)

Particulars	Remote E-Voting		Ballot		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	42	1863400	34	13040	76	1876440	100.000
Dissent	0	0	0	0	0	0	0.000
Total	42	1863400	34	13040	76	1876440	100.000
Abstain / Invalid	0	0	0	0	0	0	--

Item No. 4

Appointment of Mr. Subodh Kumar Agarwal (DIN: 00504579) as an Independent Director of the Company.

(Ordinary Resolution)

Particulars	Remote E-Voting		Ballot		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	42	1863400	34	13040	76	1876440	100.000
Dissent	0	0	0	0	0	0	0.000
Total	42	1863400	34	13040	76	1876440	100.000
Abstain / Invalid	0	0	0	0	0	0	--

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Item No. 5

Approval for the appointment of Mr. Abhijit Puglia (DIN: 05172495) as an Managing Director of the Company .

(Ordinary Resolution)

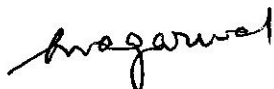
Particulars	Remote E-Voting		Ballot		Total		Percentage (%)
	No.	Votes	No.	Votes	No.	Votes	
Assent	42	1863400	34	13040	76	1876440	100.000
Dissent	0	0	0	0	0	0	0.000
Total	42	1863400	34	13040	76	1876440	100.000
Abstain / Invalid	0	0	0	0	0	0	--

Based on the aforesaid results, the resolution no.(s) 1 to 5 as contained in the Notice dated July 04, 2016 have been passed with the requisite majority.

All the relevant records relating to the e-voting and voting through Ballot is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Meeting.

Thanking You,

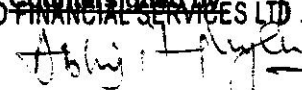
Yours Faithfully,



CA. HARI RAM AGARWAL
CHARTERED ACCOUNTANTS
Membership no. 057625



Place: Kolkata
Date: 22.08.2016

Countersigned by
RICHFIELD FINANCIAL SERVICES LTD.

Director

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