

RGF CAPITAL MARKETS LIMITED

Regd Office: 14, N.S.ROAD,2ND FLOOR KOLKATA – 700001

CIN: L67120WB1983PLC036113

Phone: 033- 4005-5190

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

Date: 10-03-2026

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
Scrip Code: 539669

To,
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata — 700001
Scrip Code: 028155

Sub: Outcome of Board Meeting

Ref.: Disclosure under Regulation 30 & 30A of SEBI (LODR), Regulations, 2015

Dear Sir/Madam,

This is to inform you that pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other as applicable, the meeting of the Board of Directors of the Company held on today, 10th March, 2026 at the Registered Office of the Company, commenced at 17:00 P.M and concluded at 18:05 P.M. In that meeting following Business were transacted;

1. Considered and approved increase in Authorised Capital from Existing ₹15,50,00,000/- to ₹70,00,00,000/- and corresponding amendments to the Clause V of the Memorandum of Association of the Company subject to approval of Shareholders;

The detailed disclosure as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 is enclosed as '**Annexure-I**'

2. Execution of Share Purchase Agreement between (1) Nishad Jitendra Shah (2) Nishad Jitendra Shah (HUF), (3) Rajshree Nishad Shah, (4) Parshwa Nishad Shah, (5) Payal Paras Shah, (6) Trupti Management Services Private Limited, (7) Rocksolid Investment, (8) Rocksolid Enterprise, And (9) Rockthree Framework LLP ("Collectively Referred as **Proposed Acquirers**") And (1) Sagar Mal Nahata, (2) Sharp Investments Ltd, (3) Caravan Vyapaar Pvt. Ltd. (4) Buddleia Traders Pvt. Ltd., (5) Synosy Automotive Pvt. Ltd., (6) Mission Vyapaar Pvt. Ltd. And (V7) Fortune Vyapaar Pvt. Ltd. ("Collectively Referred as **Sellers**") for acquisition of 3,74,69,556 (Three Crore Seventy Four Lakhs Sixty Nine Thousand Five Hundred and Fifty Six) equity shares of the Company from the Sellers, representing 24.98% stake of the existing Share capital in the Company, subject to receipt of requisite regulatory and other approvals, including the Reserve Bank of India for the change in shareholding, control and management of the Company.

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Further, execution of the Share Purchase Agreement (“SPA”) has triggered an obligation on the Acquirer to make an open offer in accordance with Regulation 3(1) and Regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (“SEBI (SAST) Regulations”).

Further, subject to receipt of required approvals, upon consummation of the open offer and the transactions referred to in the SPA, in accordance with the terms and conditions of the SPA, the Acquirer 1 and Acquirer 3 shall become the promoter of the Company and other Acquirer shall become members of the Promoter Group, and the Sellers, which are the existing promoters and members of the promoter group of the Company, shall cease to be promoters / member of promoter group of the Company and shall be re-classified as public shareholders in accordance with Regulation 31A of the Listing Regulations.

Furthermore, details as required under Regulation 30 of the Listing Regulations read with SEBI master circular dated November 11, 2024, bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are set out in “**Annexure-II**” enclosed to this letter.

3. Considered and decided to Issue upto 50,00,00,000 (Fifty Crore) Equity Warrants at ₹ 1/- per warrant, determined under Regulation 166A read with Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 to proposed allottees as mentioned in Annexure A on preferential basis under the terms of SEBI (Issue of Capital & Disclosures Requirement) Regulation, 2018 subject to Shareholders and other regulatory approvals, including the Reserve Bank of India for the Acquisition of shares in the Company, if any;

The requisite details as required in terms of SEBI circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, are provided in “**Annexure III**”.

4. Decided to call Extra Ordinary General Meeting of the Company on Thursday, April 09, 2026 at 15:00 P.M at the registered office of the Company and approved the draft notice of Extra Ordinary General Meeting of the Company.

Please take the same on your record.

Yours Faithfully,

For, RGF CAPITAL MARKETS LIMITED

SAGAR MAL NAHATA
MANAGING DIRECTOR
DIN: 00307611

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ANNEXURE I

DISCLOSURE OF MATERIAL EVENT UNDER REGULATION 30(2) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

Pursuant to provisions of Regulation 30(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, the Company hereby discloses the material event as provided in the Schedule III of Listing Regulations:

Amendments to Memorandum of Association of the Company, in brief

The Board of Directors of the Company at its Meeting held on 10th March, 2026 subject to approval of the shareholders to be obtained, has resolved to amend “clause V” (Capital Clause) of the Memorandum of Association of the Company.

The Current Authorized Capital of the Company is ₹ 15,50,00,000/- (Rupees Fifteen Crore Fifty Lakh Only) divided into 15,50,00,000 (Rupees Fifteen Crore Fifty Lakh) Equity Shares of ₹ 1.00/- (Rupee One Only) each. The Company proposes to increase its authorized share capital to ₹ 70,00,00,000/- (Rupees Seventy Crore Only) divided into 70,00,00,000 (Seventy Crore) Equity Shares of ₹1/- (Rupee One Only) each to facilitate fund raising in future via issuance of equity shares. The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members. Therefore, the proposed Clause V of the Memorandum of Association of the Company after Increase in Authorized Share Capital will be as follows:

“The Authorized Share Capital of the Company is ₹ 70,00,00,000/- (Rupees Seventy Crore Only) divided into 70,00,00,000 (Seventy Crore) Equity Shares of ₹ 1.00/- (Rupee One Only) each”

For, RGF CAPITAL MARKETS LIMITED

SAGAR MAL NAHATA
MANAGING DIRECTOR
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ANNEXURE II

DISCLOSURE OF MATERIAL EVENT UNDER REGULATION 30A READ WITH CLAUSE 5A TO PARA A OF PART A OF SCHEDULE III OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015- AGREEMENTS BY EXISTING PROMOTERS AND OR PROMOTER GROUP)

Pursuant to provisions of Regulation 30A of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, the Company hereby discloses the material event as provided in the clause 5A to para A of part A of schedule III, of Listing Regulations.

Sr. No.	Particulars	Details
a)	If listed entity is not a party to the agreement, i). name of the party entering into such an agreement and the relationship with the listed entity; ii. details of the counterparties to the agreement (including name and relationship with the listed entity); iii. date of entering into the agreement	The Currents Promoters/ Promoter Group of RGF Capital Markets Limited ('Listed Entity') has entered into a share purchase agreement dated March 10, 2026. Details of the Both the parties to these documents are as follows <u>Sellers:</u> <ol style="list-style-type: none">1. Sagar Mal Nahata,2. Sharp Investments Ltd,3. Caravan Vyapaar Pvt. Ltd.4. Buddleia Traders Pvt. Ltd.,5. Synosy Automotive Pvt. Ltd.,6. Mission Vyapaar Pvt. Ltd. and7. Fortune Vyapaar Pvt. Ltd. ("Collectively Referred as Sellers ") <u>Proposed Acquirers:</u> <ol style="list-style-type: none">1. Nishad Jitendra Shah2. Nishad Jitendra Shah (HUF),3. Rajshree Nishad Shah,4. Parshwa Nishad Shah,5. Payal Paras Shah,6. Trupti Management Services Private Limited,7. Rocksolid Investments8. Rocksolid Enterprise, and9. Rockthree Framework LLP ("Collectively Referred as Proposed Acquirers ")

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		The Sellers are forming part of promoter and promoter group. The Acquirers are not a related party to the Company as of date.																																	
b)	Purpose of entering into the agreement	Execution of Share Purchase Agreement between the Proposed Acquirers and Sellers for acquisition of 3,74,69,556 (Three Crore Seventy Four Lakhs Sixty Nine Thousand Five Hundred and Fifty Six) equity shares of the Company from the Sellers, representing 24.98% stake of the existing Share capital in the Company, subject to receipt of requisite regulatory and other approvals, including the Reserve Bank of India for the change in control and management of the Company																																	
c)	Shareholding, if any, in the entity with whom the agreement is executed;	<p>Yes;</p> <table border="1"> <thead> <tr> <th>Name of the Acquirers</th> <th>No. of shares</th> <th>% of existing share capital</th> </tr> </thead> <tbody> <tr> <td>Nishad Jitendra Shah</td> <td>44,27,548</td> <td>2.95</td> </tr> <tr> <td>Nishad Jitendra Shah (HUF)</td> <td>21,73,251</td> <td>1.45</td> </tr> <tr> <td>Rajshree Nishad Shah</td> <td>32,56,753</td> <td>2.17</td> </tr> <tr> <td>Parshwa Nishad Shah</td> <td>27,71,916</td> <td>1.85</td> </tr> <tr> <td>Payal Paras Shah</td> <td>18,70,795</td> <td>1.25</td> </tr> <tr> <td>Trupti Management Services Private Limited</td> <td>1,63,695</td> <td>0.11</td> </tr> <tr> <td>Rocksolid Investments</td> <td>28,48,094</td> <td>1.90</td> </tr> <tr> <td>Rocksolid Enterprise</td> <td>31,19,807</td> <td>2.08</td> </tr> <tr> <td>Rockthree Framework LLP</td> <td>2,33,849</td> <td>0.16</td> </tr> <tr> <td>Total</td> <td>2,08,65,708</td> <td>13.91</td> </tr> </tbody> </table>	Name of the Acquirers	No. of shares	% of existing share capital	Nishad Jitendra Shah	44,27,548	2.95	Nishad Jitendra Shah (HUF)	21,73,251	1.45	Rajshree Nishad Shah	32,56,753	2.17	Parshwa Nishad Shah	27,71,916	1.85	Payal Paras Shah	18,70,795	1.25	Trupti Management Services Private Limited	1,63,695	0.11	Rocksolid Investments	28,48,094	1.90	Rocksolid Enterprise	31,19,807	2.08	Rockthree Framework LLP	2,33,849	0.16	Total	2,08,65,708	13.91
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Total	2,08,65,708	13.91																																	
d)	Significant terms of the agreement (in brief)	<p>Acquisition of 3,74,69,556 (Three Crore Seventy Four Lakhs Sixty nine Thousands Five Hundred and Fifty Six) equity shares of the Company from the Sellers, representing 24.98% stake of the existing Share capital in the Company, subject to receipt of requisite regulatory and other approvals, including the Reserve Bank of India for the change in control and management of the Company.</p> <p>The execution of SPA has triggered an obligation on the Acquirers to make an open offer in accordance with the SEBI (SAST) Regulations.</p>																																	

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e)	Extent and the nature of impact on management or control of the listed entity	Upon consummation of the Proposed Transaction in accordance with the terms of the SPA, the Acquirers will acquire control of the Company and shall become the promoter and Promoter Group of the Company, and the existing Sellers shall cease to be promoter/promoter group of the Company, in accordance with applicable law.
f)	Details and quantification of the restriction or liability imposed upon the listed entity	No
g)	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
h)	whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length	No, the transaction would not fall within related party transactions.
i)	In case of issuance of shares to the parties, details of issue price, class of shares issued	Issue upto 50,00,00,000 (Fifty Crore) Equity Warrants at ₹ 1/- per warrant, determined under Regulation 166A read with Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 to Proposed allottees on preferential basis under the terms of SEBI (Issue of Capital & Disclosures Requirement) Regulation, 2018 subject to Shareholders and other regulatory approvals, including the Reserve Bank of India for the Acquisition of shares in the Company.
j)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	After completion of the transactions specified in the SPA and in compliance with applicable law, the board of directors of the Company shall be re-constituted and few Acquirers will be appointed as directors on the board of the Company.

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k)	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange i. name of parties to the agreement; ii.nature of the agreement; iii.date of execution of the agreement; iv.details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v.reasons for rescissionand impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not Applicable
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ANNEXURE III

DISCLOSURE OF MATERIAL EVENT UNDER REGULATION 30 READ PARA A OF PART A OF SCHEDULE III OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015- ISSUANCE OF SECURITIES ON PREFERENTIAL BASIS

Sr. No.	Particulars	Details
1.	Types of securities proposed to be Issued	Issue of Equity warrants convertible into 1 (One) Equity Share of ₹ 1/- each on Preferential basis to the proposed allottees as provided under Annexure A.
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue of warrants in accordance with the SEBI (ICDR) Regulation 2018 read with the Companies Act, 2013 and rules made thereunder.
3.	Total number of Securities proposed to be issued or the total amount for which the securities will be issued	Issue of up to 50,00,00,000 (Fifty Crore) Convertible Warrants at a price of ₹ 1/- per Warrant, each convertible into 1 Equity Share of face value of ₹ 1/- each fully paid up including at par, for an aggregate consideration of up to ₹ 50,00,00,000/- (Rupees Fifty Crore only)
4.	Issue Price	₹ 1/- (Rupee One only)
5.	Additional details i. Names of the investors ii. No. of Investors	As per Annexure A Up to 17

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<p>In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument</p>	<p>The warrants shall be convertible at any time, at the discretion of warrant holder, post completion of three (3) months from the completion of Open Offer and prior to the expiry of eighteen (18) months from the date of its allotment.</p> <p>Each Warrant would be convertible into, or exchangeable, at an option of Proposed Allottee(s), within a maximum period of 18 months from the date of allotment of Warrants into equivalent number of fully paid-up equity share of face value of ₹ 1/- each of the Company.</p> <p>An amount equivalent to at least 25% of the warrant issue price shall be payable upfront along with the application for the allotment of the warrants and the balance 75% shall be payable by the Proposed Allottee(s) on the exercise of option of conversion of the warrant(s). The number of equity shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.</p> <p>The Warrants shall be convertible before expiry of eighteen (18) months from the date of allotment of convertible warrants. The exchange will be intimated on conversion of convertible warrants. In the event the warrant holder fails to exercise the conversion within 18 months from the date of allotment, then entitlement of conversion will be lapsed, and the upfront consideration paid by the warrant holder shall be forfeited.</p>
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For, RGF CAPITAL MARKETS LIMITED

SAGAR MAL NAHATA
MANAGING DIRECTOR
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ANNEXURE – A

Sr. no.	Names of the Investors/proposed Allottees	Category (Promoter and Non-promoter)	No. of Share Warrants (Upto)
1.	Nishad Jitendra Shah	Proposed Promoter	7,95,76,052
2.	Nishad Jitendra Shah (HUF)	Proposed Promoter Group	28,52,109
3.	Rajshree Nishad Shah	Proposed Promoter	4,12,45,167
4.	Parshwa Nishad Shah	Proposed Promoter Group	1,04,78,684
5.	Payal Paras Shah	Proposed Promoter Group	9,36,365
6.	Trupti Management Services Private Limited	Proposed Promoter Group	1,16,29,925
7.	Rocksolid Investments	Proposed Promoter Group	1,26,82,950
8.	Rocksolid Enterprise	Proposed Promoter Group	1,23,80,793
9.	Rockthree Framework LLP	Proposed Promoter Group	1,52,66,751
10.	Finharbour Fintech Private Limited	Proposed Promoter Group*	1,30,00,480
11.	Rocksolid Properties	Proposed Promoter Group*	1,19,50,244
12.	Saanidhya Advisory LLP	Proposed Promoter Group*	1,30,00,480
13.	Edurise Career Solutions Private Limited	Non - Promoter	5,48,90,596
14.	D2mech Solutions Private Limited	Non - Promoter	5,50,00,000
15.	Reva Fintech LLP	Non - Promoter	5,50,00,000
16.	Fortune Gilts Private Limited	Non - Promoter	5,50,00,000
17.	Initor Global Services	Non - Promoter	5,51,09,404
Total			50,00,00,000

*Note: M/s. Finharbour Fintech Private Limited, M/s Rocksolid Properties and M/s Saanidhya Advisory LLP are the affiliates of the Proposed Promoter-1 (Acquire-1) and are not party to the Share Purchase Agreement executed on 10/03/2026 and hence not included in the list of Acquirers. However, Mr. Nishad Shah, Acquire- 1 (Proposed Promoter-1) is the UBO of these entities and hence these entities will be classified as Promoter Group upon completion of conversion of the warrants.

For, RGF CAPITAL MARKETS LIMITED

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MANAGING DIRECTOR
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