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**Quarterly Compliance Report on Corporate Governance**  
**(in terms of the revise clause 49 of the listing agreement)**

Name : RGF CAPITAL MARKETS LTD.

Quarterly ended on : 30<sup>th</sup> Sept., 2012

| Sl. No. | Particulars  | Clause of the Listing Agreement | Compliance Status (Yes/No) | Remarks  |
|---------|--|---------------------------------|----------------------------|--|
| I.      | Board of Directors-<br>(A) Composition of Board                  | 49.1<br>49(1A)                  | Yes                        | As of this quarter, no fee (Sitting fee is outside the preview under SEBI circular SEBI/CFD/ DIL/ CG/1/2006/13/1 Dated 13.01.2006/ compensation was paid to any of the directors including the independent directors.<br><br>Declaration on compliance of the code of conduct appear in the Annual report for the financial year ended in 31 <sup>st</sup> March, 2013 |
|         | (B) Non-executive Directors compensation & disclosure            | 49(B)                           | Not Applicable             |  |
|         | (C) Other provisions as to Board and committees                  | 49(IC)                          | Yes                        |  |
|         | (D) Code of Conduct  | 49(ID)                          | Yes                        |  |
| II.     | Audit Committed-<br>(A) Qualified & Independent Audit Committee. | 49(IIA)                         | Yes                        |  |
|         | (B) Meeting of Audit Committee                                   | 49(IIB)                         | Yes                        |  |
|         | (C) Powers of Audit Committee                                    | 49(IIC)                         | Yes                        |  |
|         | (D) Role of the Audit committee                                  | 49(IID)                         | Yes                        |  |
|         | (E) Review of Information by Audit committee                     | 49(IIE)                         | Yes                        |  |
| III.    | Subsidiary Companies   | 49(III)                         | Not                        | The Company does not have any  |



|      |  |          | Applicable     | material no-listed Indian subsidiary  |
|------|--|----------|----------------|---|
| IV.  | Disclosures-   |          |                |   |
|      | (A) Basis of related party transaction                                   | 49(IV A) |                | Transactions with related parties are disclosed in the financial year for the year.   |
|      | (B) Disclosure of Accounting Treatment                                   | 49(IV B) | Not Applicable |   |
|      | (C) Board of Disclosures   | 49(IV C) | Not Applicable |   |
|      | (D) Proceeds from public issues, rights issues, preferential issues etc. | 49(IV D) | Not Applicable | No monies were raised through any public rights or preferential issues  |
|      | (E) Remuneration of Directors  | 49(IV E) |                | The company pays no such remuneration   |
|      | (F) Management   | 49(IV F) |                | The company is not engaged in any other business activity except NBFC activity, and accordingly the matter to be covered under Management discussion on Analysis Report are not applicable. |
|      | (G) Shareholders   | 49(IV G) | Yes            |   |
| V.   | CEO/CFO Certification  | 49(V)    | N.A.           | Such certification not applicable   |
| VI.  | Report on Corporate Governance   | 49(VI)   | Yes            |   |
| VII. | Compliance   | 49(VII)  | Yes            | Compliance certificate duly signed by the statutory auditors annexed with the Director's Report for the financial year ended on 31 <sup>st</sup> March, 2013                                |

For RGF Capital Markets Ltd.

Date : 24/01/2014

(Authorised Signatory)

