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

Name : RGF CAPITAL MARKETS LTD.

Quarterly ended on : 31<sup>st</sup> March., 2013

Sl. No.	Particulars	Clause of the Listing Agreement	Compliance Status (Yes/No)	Remarks
I.	Board of Directors-	49.1		
	(A) Composition of Board	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.
	(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-	49(IIA)	Yes	
	(A) Qualified & Independent Audit Committee.			
	(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 Applicable	The Company does not have any material no-listed Indian subsidiary



	<b>Disclosures-</b>				
	(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)

