

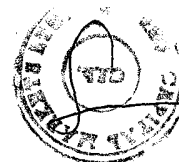
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Quarterly Compliance Report on Corporate Governance  
(in terms of the revise clause 49 of the listing agreement)

Name : RGF CAPITAL MARKETS LTD.

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

Sl. No.	Particulars	Clause of the Listing Agreement	Compliance Status (Yes/No)	Remarks
I.	Board of Directors- (A) Composition of Board	49.1 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.  Declaration on compliance of the code of conduct appear in the Annual report for the financial year ended in 31 <sup>st</sup> March, 2014
	(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- (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, 2014

For RGF Capital Markets Ltd.

Date : 24/01/2014

(Authorised Signatory)

