

RGF CAPITAL MARKETS LIMITED

Regd Office: 2, CLIVE ROW GHAT STREET, SAGAR ESTATE (2ND FLOOR), ROOM NO. 16,
KOLKATA - 700001

CIN: L67120WB1983PLC036113

Phone: 033-22300683, 40056782, Fax: 033-22307440

Email: smn1098@rediffmail.com, Website: www.rgfcapitalmarkets.com

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

Name : RGF CAPITAL MARKETS LIMITED

Quarterly ended on : 30th June, 2014

| Sl. No. | Particulars | Clause of the Listing Agreement | Compliance Status (Yes/No) | Remarks |
|---------|---|---------------------------------|----------------------------|---|
| I. | Board of Directors- | 49.I | | |
| | (A) Composition of Board | 49(IA) | Yes | -- |
| | (B) Non-executive Directors compensation & disclosure | 49(IB) | Not Applicable | 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. |
| | (C) Other provisions as to Board and committees | 49(IC) | Yes | The Board has reviewed periodically the status of legal compliances and steps taken to rectify instances of non-compliance |
| | (D) Code of Conduct | 49(ID) | Yes | Declaration on compliance of the code of conduct appear in the Annual report for the financial year ended in 31 st March, 2014 |



| | | | | |
|------|--|-----------|----------------|--|
| II. | Audit Committed- | 49 (II) | Yes | -- |
| | (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 Applicable | The Company does not have any material no-listed Indian subsidiary |
| IV. | Disclosures- | 49 (IV) | -- | -- |
| | (A) Basis of related party transaction | 49 (IV A) | Yes | 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) | Yes | -- |
| | (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) | Not Applicable | The company pays no such remuneration |
| | (F) Management | 49 (IV F) | Yes | Management Discussion & Analysis Report appear in the Annual report for the financial year ended in 31 st March, 2014 |



| | | | | |
|------|--------------------------------|-----------|-----|--|
| | (G) Shareholders | 49 (IV G) | Yes | -- |
| V. | CEO/CFO Certification | 49 (V) | Yes | Certificate appear in the Annual report for the financial year ended in 31 st March, 2014 |
| VI. | Report on Corporate Governance | 49(VI) | Yes | Corporate Governance Report appear in the Annual report for the financial year ended in 31 st March, 2014 |
| 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 st March, 2014 |

Date : 14/07/2014

For RGF Capital Markets Limited

Vivek Khandelwal

Vivek Khandelwal
(Company Secretary)

