

**Format of Quarterly Compliance Report on Corporate Governance**

Name of the Company: RGF Capital Markets Limited

Quarter ending on : 31<sup>st</sup> December 2014

Particulars	Clause of Listing	Compliance Status	Remarks
<b>II. Board of Directors</b>	49 (II)	-	-
(A) Composition of Board	49 (IIA)	Yes	Total Strength of the Board is – 4 No. of Independent Director – 2 No. of Non –Independent Director-2  <b>Note:</b> 1.Mr. Siddhartha Nahata & Mrs. Kanak Nahata resigned from Company w.e.f 15.12.2014 2.Mr. Sujit Kumar Panda has been appointed w.e.f 15.12.2014
(B) Independent Directors	49 (IIB)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	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 the independent directors.
(D) Other provisions as to Board and	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
<b>III. Audit Committee</b>	49 (III)	-	-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration</b>	49 (IV)	Yes	-
<b>V. Subsidiary Companies</b>	49 (V)	N.A	The Company does not have any material no-listed Indian subsidiary
<b>VI. Risk Management</b>	49 (VI)	Yes	-
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)	-	-



(A) Related party transactions	49 (VIII A)	Yes	-
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Applicable accounting standards are being complied with on a continual basis and due disclosure is made in Annual Report
(C) Remuneration of Directors	49 (VIII C)	Yes	-
(D) Management	49 (VIII D)	Yes	-
(E) Shareholders	49 (VIII E)	Yes	-
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A	No monies were raised through any public rights or preferential issues
IX. CEO/CFO Certification	49 (IX)	Yes	Report on CEO/CFO Certification for the year ended 31 <sup>st</sup> March, 2015 will be annexed to the Annual Report of the Company for the year ended 31 <sup>st</sup> March, 2015 (to be published)
X. Report on Corporate Governance	49 (X)		Report on Corporate Governance for the year ended 31 <sup>st</sup> March, 2015 will be annexed to the Annual Report of the Company for the year ended 31 <sup>st</sup> March, 2015 (to be published)
XI. Compliance	49 (XI)		Report on Compliance for the year ended 31 <sup>st</sup> March, 2015 will be annexed to the Annual Report of the Company for the year ended 31 <sup>st</sup> March, 2015 (to be published)

Place: Kolkata  
Date: 04.08.2015

For RGF Capital Markets Limited



Sujit Kumar Panda  
(Director)  
DIN: 06873319