

RGF CAPITAL MARKETS LIMITED

Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, 16, KOLKATA –
700001

CIN: L67120WB1983PLC036113

Phone: 033-4066-9225

Email:rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

(ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 29TH
SEPTEMBER, 2016)

1. Name & Registered Address
of Sole/First named Member :
2. Joint Holders Name (If any) :
3. Folio No. / DP ID & Client ID:
4. No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and disclosure Requirement) Regulation, 2015 , the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Thursday, 29th September, 2016 at 11.30 A.M. at Sardarshahr Parishad, 11, Dr. Rajendra Prasad Sarani, 5th Floor, Kolkata - 700001 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No./Password
160902053		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
26 th September, 2016 at 10.00 A.M.	28 th September, 2016 at 05.00 P.M.

Please read the instructions mentioned in the Notice before exercising your vote.

By Order of the Board
For RGF Capital Markets Limited
Sagarmal Nahata
Managing Director
(DIN: 00307611)

Place: Kolkata

Date : 30.05.2016

Encl: AGM Notice/Attendance Slip/Proxy Form/Ballot-Form/Annual Report

RGF CAPITAL MARKETS LIMITED

Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, 16, KOLKATA –
700001

CIN: L67120WB1983PLC036113

Phone: 033-4066-9225

Email:rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

NOTICE

Notice is hereby given that the Annual General Meeting of the RGF CAPITAL MARKETS LIMITED will be held on 29th September, 2016 at 11.30 A.M. at Sardarshahr Prarishad, 11, Dr. Rajendra Prasad Sarani, 5th Floor, Kolkata – 700001 to transact the following business:

=====

ORDINARY BUSINESS:

1. To receive, consider and adopt Financial Statements of the Company for the year ended March 31, 2016 including the Audited Balance Sheet as March 31, 2016, the statement of Profit & Loss for the Year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sujit Kumar Panda (DIN 06873319), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of C. GHATAK & CO., Chartered Accountants (Membership No. 003591), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, traveling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. To consider and, if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 181 of the Companies Act, 2013 and other provisions, if any, of the Companies Act, 2013 or rules made there-under, subject to the consent of the members of the Company, the approval of board members be

RGF CAPITAL MARKETS LIMITED

**Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, 16, KOLKATA –
700001**

CIN: L67120WB1983PLC036113

Phone: 033-4066-9225

Email:rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

and is hereby accorded to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, benevolent or general fund, society, association, institutions, trust, organization, relating/ not relating to the business of the Company or the welfare of its employees, for taking up any programme, activities of social, cultural, educational, economic, rural development of people at large and/or incur any expenditure on their behalf, up to an amount not exceeding Rs. 10,000,000/- (Rupees One Crore only) notwithstanding the fact that said amount may exceed 5% of the Company's average net profit for the three immediately preceding financial years.”

**Regd. Office:
33/1,N.S. Road,
Marshall House,
Room No. 863,
Kolkata – 700001
Date: 30.05.2016**

**By order of the Board of Directors
For RGF Capital Markets Ltd.
Sd/- SagarmalNahata
MANAGING DIRECTOR**

RGF CAPITAL MARKETS LIMITED

Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, 16, KOLKATA –
700001

CIN: L67120WB1983PLC036113

Phone: 033-4066-9225

Email:rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) who are holding, in the aggregate, not more than ten percent of the total share capital of the Company.

The enclosed proxy form, if intended to be used, should reach the registered office of the Company duly completed not less than forty eight hours before the scheduled time of the meeting.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

3. The Register of Members and Share Transfer Books shall remain closed from 23rd September, 2016 to 29th September, 2016 (both days inclusive).

4. Please bring your copy of the annual report to the meeting as the Company would not provide any copy at the venue of the AGM.

5. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses set out above is annexed hereto.

6. All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 am to 1.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.

7. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least ten days in advance of the Annual General Meeting.

8. Information under SEBI new Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment/re-appointment at the Annual General Meeting is given hereinafter.

9. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.

RGF CAPITAL MARKETS LIMITED

Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, 16, KOLKATA –
700001

CIN: L67120WB1983PLC036113

Phone: 033-4066-9225

Email:rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

10. Members holding shares in physical form are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company/RTA.

11. Members who have not so encashed their dividend warrants for the past financial years are requested to approach the Registrars for revalidation of unclaimed dividend warrants.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.

13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.

14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

15. The Ministry of Corporate Affairs (MCA) has come out with a Circular Nos 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green Initiative " encouraging Corporate to serve documents through electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e- mail address.

16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e- mail address either with the company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant (s) only. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email ids are registered with the Company or the Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM Payment of dividend, if any approved by the members of ensuing Annual General Meeting will be made through ECS/ NECS mandatory, and the dividend amount would be directly credited to the Member's respective bank accounts.

RGF CAPITAL MARKETS LIMITED

Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, 16, KOLKATA –
700001

CIN: L67120WB1983PLC036113

Phone: 033-4066-9225

Email:rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

17. Shareholders are requested to give us their valuable suggestions for improvement of our investor services.

18. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and disclosure Requirement) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under:
 - (i) The remote e-voting period commences on 26th September, 2016 (10:00 am) and ends on 28th September, 2016 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on “Shareholders” tab.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

RGF CAPITAL MARKETS LIMITED

Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, 16, KOLKATA –
700001

CIN: L67120WB1983PLC036113

Phone: 033-4066-9225

Email:rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

RGF CAPITAL MARKETS LIMITED

Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, 16, KOLKATA –
700001

CIN: L67120WB1983PLC036113

Phone: 033-4066-9225

Email: rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

- (xi) Click on the EVSN for the relevant Company Name i.e. < RGF CAPITAL MARKETS LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

19. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are

RGF CAPITAL MARKETS LIMITED

Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, 16, KOLKATA –
700001

CIN: L67120WB1983PLC036113

Phone: 033-4066-9225

Email: rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at cschetnagupta@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 28th September, 2015 upto 5:00 pm without which the vote shall not be treated as valid.

20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2016.
21. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 12th August, 2016.
22. The shareholders shall have one vote per equity share held by them as on the cut-off date of 22nd September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
23. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
24. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
25. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 22nd September, 2016 are requested to send the written / email communication to the Company at smn1098@rediffmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
26. Chetna Gupta & Associates, practicing company secretary firm (Certificate of Practice Number 10067) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
27. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rgfcapitalmarkets.in and on the website of CDSL. The same will be communicated

RGF CAPITAL MARKETS LIMITED

Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, 16, KOLKATA –
700001

CIN: L67120WB1983PLC036113

Phone: 033-4066-9225

Email:rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

to the listed stock exchanges viz. Bombay Stock Exchange (BSE) and Calcutta Stock Exchange (CSE)

PROFILE OF DIRECTORS BEING APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below.

Name : Mr. Sujit Kumar Panda

Age : 41 years

Qualifications : Bachelors of Commerce

Experience : Mr. Sujit Kumar Panda has vast experience in the field of finance. He held various roles in the financial decisions and managing shareholders grievances.

The Board of Directors of the Company has, by a resolution passed at its meeting held on 15th December, 2014, recommended to the shareholders that Mr. Sujit Kumar Panda be appointed as an Non Executive – Non Independent Director .

He does not hold any shares in the Company.

Other Directorships:

Name of the company & Position held:

Sharp Investments Limited - Non Executive Non Independent Director.

Memberships of Committees:

Name of Company

Committees

Sharp Investments Limited

Audit Committee - Member

Nomination & Remuneration Committee- Member

Stakeholder Relationship Committee - Chairman

RGF CAPITAL MARKETS LIMITED

Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, 16, KOLKATA –
700001

CIN: L67120WB1983PLC036113

Phone: 033-4066-9225

Email:rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the act”)

The following Statement sets out all material facts relating to the Special Business Mentioned in the accompanying Notice:

Item No. 3

Under Section 181 of the Companies Act 2013, the Board of Directors of the Company is authorized to make contributions to charitable and other funds, provided that prior permission of the Members is required for such contributions during a financial year exceeding five percent of its average net profits during the three immediately preceding financial years. The approval of the Members is being sought, pursuant to Section 181 of the Act, for authorizing the Board of Directors of the Company to make contributions to bona fide charitable and other funds, in a financial year, exceeding five percent of the Company’s average net profits during the three immediately preceding financial years subject to a limit of Rs. 10,000,000/-(Rupees One Crore only). The board recommends the resolution for approval by the members of the Company.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Regd. Office:
33/1,N.S. Road,
Marshall House,
Room No. 863,
Kolkata – 700001
Date: 30.05.2016

By order of the Board of Directors
For RGF Capital Markets Ltd.
Sd/- SagarmalNahata
MANAGING DIRECTOR

RGF CAPITAL MARKETS LIMITED

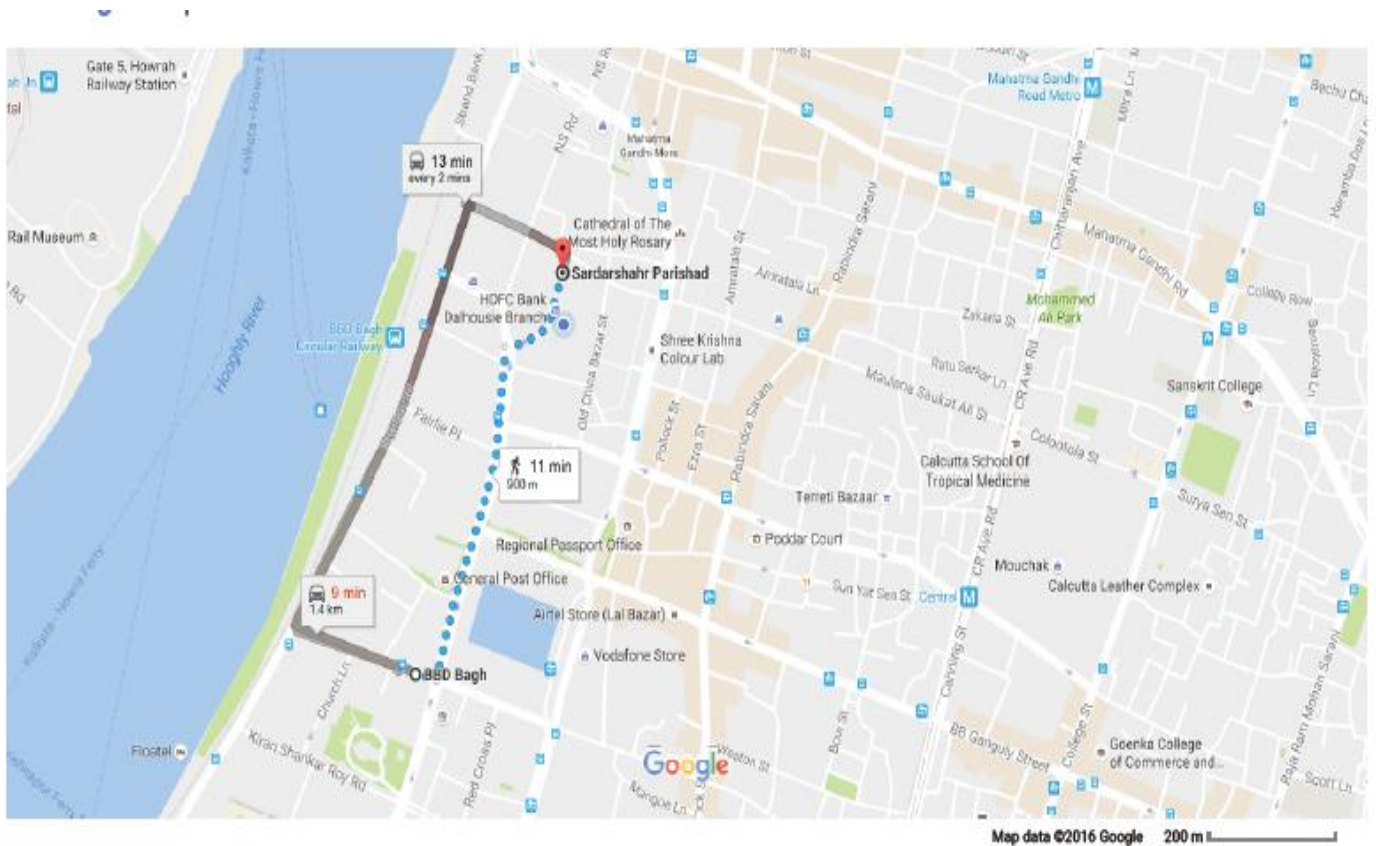
Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, 16, KOLKATA –
700001

CIN: L67120WB1983PLC036113

Phone: 033-4066-9225

Email:rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING OF RGF
CAPITAL MARKETS LIMITED TO BE HELD ON 29TH SEPTEMBER,2016



NOT TO SCALE

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2016.

1. FINANCIAL RESULTS: (Rs. in Lacs)

Particulars	March 31, 2016	March 31, 2015
Revenue from Operations	74.07	82.66
Other Income	1.80	0.59
Total	75.87	83.25
Profit before depreciation & taxation & exceptional item	9.08	24.33
Less: Depreciation	5.36	7.86
Add : exceptional Item	-	-
Profit Before Tax	3.72	16.47
Less: Provision for taxation	1.15	5.08
Add: Prior period adjustment	-	6.36
Profit after taxation	2.57	17.75
Add: Balance brought forward from previous year	(79.81)	(87.82)
Less: Timing Difference	0.31	9.74
Less : Fixed Assets Written Off	-	-
Less : Provision for Standard Assets	0.41	-
Surplus available for appropriation	2.57	17.75
Balance carried to Balance sheet	(77.96)	(79.81)

Due to the accumulated loss in the balance Sheet, the company proposes to retain the Balance in the profit and loss account without any making any appropriation.

OPERATIONAL REVIEW:

During the year under review the turnover declined to 75.87 Lacs in comparison to that of the previous year 83.25 Lacs . Profit before depreciation and taxation was Rs. 9.08 lacs against Rs. 24.33 Lacs in the previous year. After providing for taxation of Rs. 1.15 Lacs & Rs 5.08 Lacs, depreciation of Rs. 5.36 Lacs & 7.86 Lacs respectively, the net profit of the Company for the year under review after considering income from exceptional item was placed at Rs. 2.57 Lacs as against Rs. 17.75 , lacs in the previous year.

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

DIVIDEND:

In view of Accumulated Loss in the Balance Sheet your directors do not recommend any dividend for the year under operation.

SHARE CAPITAL:

The paid up equity capital as on March 31, 2016 was Rs 1500.24 Lakhs. The company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on 31ST March, 2016 none of the Directors hold any instrument convertible into equity shares of the company .

FINANCE:

Cash and cash equivalents as at March 31, 2016 was Rs. 36.70 lakhs. The company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

FIXED DEPOSITS:

The Company being a Non Banking Financial Corporation (NBFC) has not accepted deposits and as such no amount on account of principal or interest on Public Deposits was outstanding as on the date of Balance Sheet.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Being a NBFC Company Section 186 of Companies Act, 2013 is not applicable to the Company.

The details of the investments made by company is given in the notes to the financial statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee in consultation with the Statutory Auditor of the Company. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Your Company does not have the requisite Net Worth nor has it achieved the requisite turnover nor it has the requisite net profit for the year for triggering the implementation of "corporate social responsibility" (CSR) .

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

Your Company is a Non Banking Finance Company hence information regarding disclosure of conservation of energy is not applicable to it. However as a part of national interest it ensures that energy consumption is kept at minimum.

There are no technology involved as the Company is a Non Banking Finance Company.

FOREIGN EXCHANGE EARNINGS AND OUT-GO :

During the period under review the Company has NIL foreign exchange earnings/foreign exchange out flow.

INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with employees at all levels.

DIRECTORS:

For the Financial Year under review Mr. Sujit Kumar Panda (DIN: 06873319) is liable to retire by rotation.

Mrs. Anushri Pal was appointed as the Woman Director on the Board of the Company on 21st July, 2015, whose appointment was regularized in the Annual general Meeting held on 30th September, 2015.

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

Based on the Confirmation received none of the Director of the Company is disqualified for appointment under the applicable provisions of the Companies Act, 2013.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement and applicable regulations of new Listing Agreement.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement and applicable regulations of new Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Seven (7) Board Meetings and Four (4) Audit Committee & Stakeholder Relationship Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

RELATED PARTY TRANSACTIONS:

All Related party transactions that were entered into during the financial year were on an arms length basis and in the ordinary course of business. There are no material significant related party transactions made by the Company during the year that would have required shareholder approval under applicable clauses and regulations of the Listing Agreement. All related party transactions are reported to the Audit Committee. Prior approval of the Audit Committee is obtained on a yearly basis for the transactions which are planned and/ or repetitive in nature and omnibus approvals are taken within limits laid down for unforeseen transactions. The disclosure under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable.

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

The details of the transactions with related parties during 2015-16 are provided in the accompanying financial statements.

None of the Directors had any pecuniary relationship or transactions with the Company during the year under review.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary.

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website .

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being the respected companies in Corporate World, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

The Company has a Framed a Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT:

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report. Certain observations made in the report. However, the company would ensure in future that all the provisions are complied to the fullest extent.

AUDITORS:

Pursuant to the Provisions of SEC 139 of the Companies Act 2013 and the rules made there under, Auditors C. Ghatak & Co., Chartered Accountants, Kolkata were appointed as statutory auditors of the Company from the conclusion of the annual general meeting (AGM) of the Company held on September 29TH 2016 till the conclusion of the annual general meeting (AGM) of the Company to be held in the year 2017.

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

SECRETARIAL AUDIT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Chetna Gupta & Associates a firm of company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure A"

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure B".

BUSINESS RISK MANAGEMENT:

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & the SEBI listing agreement, the company has constituted a business risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Boards report.

At present the company has not identified any element of risk which may threaten the existence of the company.

DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under for prevention and redressal of complaints of sexual harassment at workplace.

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

PARTICULARS OF EMPLOYEES: (Rule 5(2) & Rule 5(1))

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

- a. The ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year

NON EXECUTIVE DIRECTORS	RATIO TO MEDIAN REMUNERATION
Mr. Sandip Kumar Bej	--
Mr. Radha Kant Tiwari	--
Mr. Sujit Kumar Panja	--
EXECUTIVE DIRECTOR	
Mr. Sagarmal Nahata	--

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

- b. The Percentage increase in remuneration of each Director , chief executive officer , chief financial officer , company secretary in the company .

Director , chief executive officer , chief financial officer and company secretary	% increase in remuneration in the financial year
There was no increase in the remuneration of Director , chief executive officer , chief financial officer. The salary of the company secretary was increased by 50%.	

- c. The Percentage increase in the remuneration of employees in the financial year

There was no increase in the remuneration of employees in the financial year 2015-2016

- d. The Number of permanent employees in the rolls of the Company other than KMP is 9. The Employees has joined the company during the FY 15-16 is still under probation period, they are not considered as the permanent employees for the FY 15-16.

- e. The explanation on the relationship between average increase in remuneration and company performances :

On an average the employees received an annual increase of 10% in India. The increase in remuneration will be in line with the market trend . In order to ensure that remuneration reflects company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

- f. Comparison of remuneration of the key managerial personnel against the performance of the company

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

	Sagarmal Nahata (Managing Director)	Vivek Khandelwal (Company Secretary)
REMUNERATION IN FY 15-16 (RS IN LACS)	-	3.50
REVENUE	75.87	
REMUNERATION AS A % OF REVENUE	-	4.61
PROFIT BEFORE TAX (PBT) (RS IN LACS)	3.72	
REMUNERATION AS % OF PBT	-	94.08

- g. Variation in the market capitalization of the Company , price earnings ratio as at the closing date of the current financial year and previous financial year

Financial Year	Market Capitalization	P/E Ratio
14-15	Nil*	Nil*
15-16	Nil*	Nil*

- h. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer

The Share of the Company was not traded in the Financial 15-16.

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

- i. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :

There was no increase in the remuneration of employees in the financial year 2015-2016

- j. Comparison of each remuneration of the managerial personnel against the performance of the company

	Mr. Sagarmal Nahata (Managing Director)
REMUNERATION IN FY 15-16 (RS IN LACS)	-
REVENUE	75.87
REMUNERATION AS A % OF REVENUE	-
PROFIT BEFORE TAX (PBT) (RS IN LACS)	3.72
REMUNERATION AS % OF PBT	-

- k. The key parameters for any variable component of remuneration availed by the Directors Apart from remuneration paid to the executive directors no remuneration is paid to the non executive directors of the company .
- l. The ratio of remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year
 NONE
- m. Affirmation that the remuneration is as per the remuneration policy of the company

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

The Company affirms remuneration is as per the remuneration policy of the company.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement & SEBI (Listing Obligations and disclosure Requirement) Regulation, 2015

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

30th, May, 2016

For and on behalf of the
Board of Directors

Sagarmal Nahata
Managing Director

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

ANNEXURE A TO BOARDS REPORT
SECRETARIAL AUDIT REPORT
For The Financial Year Ended On 31st March, 2016
(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of
the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,
The Members,
RGF CAPITAL MARKETS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RGF CAPITAL MARKETS LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by RGF CAPITAL MARKETS LIMITED for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

(iv) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

(v) OTHER APPLICABLE ACTS,

(a) Reserve Bank of India Act, 1934 .

(b) Amendments and notifications issued by Ministry of Corporate Affairs, New Delhi in regards with the Companies Act, 2013.

We have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Listing Agreements entered into by the Company with Bombay Stock Exchange and Calcutta Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above except to the extent as mentioned below:

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

- (a) The "Key Managerial Personnel" i.e Chief Financial Officer as required to be appointed by companies listed on stock exchanges in India, pursuant to the provision of section 203(1) of the Companies Act, 2013 have not been appointed by the Company during the period under scrutiny. However, it has been represented to us by the management of the Company that the Board of Directors of the Company is in the process of searching of a suitable candidate for the same.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company except for the listing of the equity shares at BSE Limited, there were no other specific events/ actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

Place:Kolkata

Date: 30.05.2016

For Chetna Gupta & Associates

Sd/- Chetna Gupta
Practising Company Secretary
COP No.: 10067

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

'ANNEXURE A'

To,
The Members,
RGF CAPITAL MARKETS LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

PLACE : KOLKATA
DATE : May 30, 2016

For Chetna Gupta & Associates
Sd/- Chetna Gupta
Practising Company Secretary
COP No.: 10067

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

ANNEXURE B TO BOARDS REPORT
FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on ,31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN: L67120WB1983PLC036113
- ii) Registration Date: 04/05/1983
- iii) Name of the Company: RGF CAPITAL MARKETS LIMITED
- iv) Category / Sub-Category of the Company: Company Limited by Shares
- v) Address of the Registered office and contact details:
863, MARSHALL HOUSE , 33/1,N.S ROAD, KOLKATA – 700001
- vi) Whether listed company: YES
- vii) Name, Address and Contact details of Registrar and Transfer Agent:
MAHESHWARI DATAMATICS PVT. LTD.
UNIT – RGF CAPITAL MARKETS LIMITED ,
6,MANGO LANE,2ND FLOOR
KOLKATA – 700 001
PHONE: 2243 5809 , 5029 FAX : 2248 4787
Email :mdpl@cal.vsnl.net.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Other financial service activities, except insurance and pension funding activities	649	97.63%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SI. NO	NAME AND ADDRESS OF	CIN/GLN	HOLDING/ SUBSIDIARY/	% of shares	Applicable Section
--------	---------------------	---------	----------------------	-------------	--------------------

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

MUTUAL FUNDS	0	0	0	0	0	0	0	0	0
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0
VENTURE CAPITAL FUNDS	0	0	0	0	0	0	0	0	0
INSURANCE COMPANIES	0	0	0	0	0	0	0	0	0
FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0	0	0	0	0	0
FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0	0	0	0	0	0
ANY OTHER (SPECIFY	0	0	0	0	0	0	0	0	0
SUB-TOTAL (B)(1)	0	0	0	0	0	0	0	0	0
NON- INSTITUTIONS									
BODIES CORPORATE	89362206	0	89362206	59.57	89413706	0	89413706	59.60	0.03
I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UP TO RS. 2 LAKH.	5239134	0	5239134	3.49	8234134	0	8234134	5.49	2.00
II. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 2 LAKH.	22465700	0	22465700	14.98	19470700	0	19470700	12.98	2.00
ANY OTHER (CLEARING MEMBER)	51500	0	51500	0.03	0	0	0	0	0
NRI's	0	0	0	0	0	0	0	0	0
SUB-TOTAL (B) (2)	117118540	0	117118540	78.07	117118540	0	117118540	78.07	0
TOTAL PUBLIC SHAREHOLDING (B) = (B)(1) + (B)(2)	117118540	0	117118540	78.07	117118540	0	117118540	78.07	0
TOTAL (A) + (B)	150024000	0	150024000	100.00	150024000	0	150024000	100.00	150024000
SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED	0	0	0	0	0	0	0	0	0
GRAND TOTAL	150024000	0	150024000	100.00	150024000	0	150024000	100.00	150024000

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

(A)+(B)+(C)								
-------------	--	--	--	--	--	--	--	--

(ii) SHAREHOLDING OF PROMOTERS

Sl.No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			Shares of % change in share holding during the year
		No. of Shares	% of total Shares of company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of company	% of Shares Pledged / encumbered to total shares	
1	SAGAR MAL NAHATA	9000000	6.00	0	9000000	6.00	0	0
2	CARAVAN VYAPAAR PVT LTD	4760970	3.17	0	4760970	3.17	0	0

3	BUDDLEIA TRADERS PVT LTD	4618720	3.08	0	4618720	3.08	0	0
4	SYNOSY AUTOMOTIVE PVT LTD	4464500	2.97	0	4464500	2.97	0	0
5	SHARP INVESTMENTS LTD	3979130	2.65	0	3979130	2.65	0	0
6	MISSION VYAPAAR PVT LTD	3056500	2.04	0	3056500	2.04	0	0
7	FORTUNE VYAPAAR PVT LTD	3025640	2.02	0	3025640	2.02	0	0
		32905460	21.93	0	32905460	21.93	0	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (please specify, if there is no change) – NOT APPLICABLE

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g.	NIL	NIL	NIL	NIL

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

	allotment /transfer / bonus/ sweat equity etc):				
	At the End of the year	NIL	NIL	NIL	NIL

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	MULTIPLIER ENTERPRISES PVT LTD	14408090	9.60	25672250	17.11
2	JAHANGIRABAD FINANCE CO PVT LTD	9030531	6.01	19392126	12.93
3	CASTLE COMMODITIES PVT LTD	13689200	9.12	16896470	11.26
4	SWITO FINANCE & ESTATES PVT LTD	14177094	9.45	14398260	9.60
5	ZAWAR SALES LTD	6706000	4.47	6706000	4.47
6	MANI MARKETING & HOLDINGS PVT LTD	14258260	9.50	3143610	2.10
7	RAM KUMAR AGGARWAL	2000000	1.33	2000000	1.33
8	TELELINK COMMERCE PVT LTD	1016000	0.68	1016000	0.68
9	ARCHANA AGGARWAL	1000000	0.67	1000000	0.67
10	KAMLESH DEVI AGGARWAL	1000000	0.67	1000000	0.67

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	SAGAR MAL NAHATA				
	At the beginning of the year	9000000	6.00	9000000	6.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	9000000	6.00	9000000	6.00
2					
	At the beginning of the year				
	Date wise Increase / Decrease in				

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

	Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):				
	At the End of the year				

V. INDEBTEDNESS (Rs. In Lakhs)

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT

	Secured Loans excluding deposits	Unsecured Loans	Deposits *	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
Addition	NIL	NIL	NIL	NIL
Reduction	NIL	NIL	NIL	NIL
Net Change Indebtedness	NIL	NIL	NIL	NIL
At the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest	NIL	NIL	NIL	NIL

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:
(Rs. In Lakhs)**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager @@@	Total Amount
1	Gross salary	MD	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL

B. REMUNERATION TO OTHER DIRECTORS: (Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B) = (1 + 2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount
1	Gross salary	Company Secretary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3.50	3.50
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (C)	3.50	3.50

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies, Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2015-16

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Strong leadership and effective corporate governance practices have been the Company's hallmark.

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a code of conduct for its employees including the managing director and the executive directors. In addition, the Company has adopted a code of conduct for its non-executive directors and independent directors. These codes are available on the Company's website. The Company's corporate governance philosophy has been further strengthened through the Code of Conduct for prevention of insider trading and the code of corporate disclosure practices. The Company has in place an information security policy that ensures proper utilization of IT resources.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreements with the Stock Exchanges.

The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements and regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

OBSERVANCE OF THE SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

The Institute of Company Secretaries of India (ICSI), one of India's premier professional bodies, has issued Secretarial Standards on important aspects like Board meetings, General meetings, Payment of Dividend, Maintenance of Registers and Records, Minutes of Meetings, Transmission of Shares and Debentures, Passing of Resolutions by Circulation, Affixing of Common Seal and Board's Report. Although these standards, as of now, are recommendatory in nature, the Company substantially adheres to these standards voluntarily.

II. BOARD OF DIRECTORS

- i. As on March 31, 2016, the Company has 5 directors. Of the 5 Directors, 1 (i.e. 20%) are executive director and 3 (i.e. 60.00 %) are independent directors and 1 Director (i.e 20.00%) is a non executive non independent director. The composition of the board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

- ii. None of the directors on the board hold directorships in more than ten public Companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2016 have been made by the directors. None of the directors are related to each other.
- iii. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
- iv. The names and categories of the directors on the board, their attendance at board meetings held during the year and the number of directorships and committee chairmanships / memberships held by them in other public companies as on March 31, 2016 are given herein below. Other directorships do not include directorships of private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanships / memberships of board committees shall include only audit committee and stakeholders' relationship committee.

NAME OF THE DIRECTOR	CATEGORY	NUMBER OF BOARD MEETINGS DURING THE YEAR 2015-16		WHETHER ATTENDED LAST AGM HELD ON SEPTEMBER 30TH , 2015	NUMBER OF DIRECTORSHIPS IN OTHER PUBLIC COMPANIES		NUMBER OF COMMITTEE POSITIONS HELD IN OTHER PUBLIC COMPANIES	
		Held	Attended		Chairman	Member	Chairman	Member
Sagar Mal Nahata	Executive	7	6	Yes	1	-	-	-
Sandip Kumar Bej	Independent Director	7	7	Yes	-	1	1	1
Sardul Singh Jain	Independent Director	7	5	Yes	-	5	-	1
Sujit Kumar Panda	Non Executive	7	7	Yes	-	1	1	1
Anushri Pal*	Independent Director	5	5	Yes	-	1	-	-

*

1. Mrs. Anushri Pal appointed on 21.07.2015.

The Chairmanship of Committees are as on 31st March, 2016

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

- v. Seven (7) board meetings were held during the year and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said meetings were held:
30th May, 2015; 21st July, 2015; 14th August, 2015; 14th November, 2015; 13th February, 2016; 29th February, 2016 & 31st March, 2016.

The necessary quorum was present for all the meetings.

During the year 2015-16, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

- vi. During the year under review, the Independent Directors met on March 31, 2016, inter alia, to discuss:
- a. Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
 - b. Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
 - c. Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the Independent Directors were present for this Meeting.
- vii. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.

III COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

1. The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Act.
2. The terms of reference of the audit committee are broadly as under:
 - Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
 - Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
 - Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 - Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:

RGF CAPITAL MARKETS LIMITED

Annual Report 2015-2016

- Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report
-
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - Review and monitor the auditors' independence and performance, and effectiveness of audit process;
 - Approval or any subsequent modification of transactions of the Company with related parties;
 - Scrutiny of inter-corporate loans and investments;
 - Valuation of undertakings or assets of the Company, wherever it is necessary;
 - Evaluation of internal financial controls and risk management systems;
 - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - Discussion with internal auditors of any significant findings and follow up there on;
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
 - To review the functioning of whistle blower mechanism.
 - The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

- board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee;
 - Oversee compliance with legal and regulatory requirements including the Code of Conduct for the company;
 - To mandatorily review the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
3. The audit committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the secretary to the audit committee.
4. The previous annual general meeting (AGM) of the Company was held on SEPTEMBER , 30TH , 2015 and was attended by Mr. Sandip Kumar Bej, Chairman of the audit committee.
5. The composition of the audit committee and the details of meetings attended by its members are given below:

NAME	CATEGORY	NUMBER OF MEETINGS DURING THE FINANCIAL YEAR 2015-16	
		HELD	ATTENDED
Sandip Kumar Bej	Chairman	4	4
Sardul Singh Jain	Member	4	4
Sujit Kumar Panda	Member	4	4

6. Four (4) audit committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:
 30th May, 2015; 14th August,, 2015; 14th November, 2015; and 13th February, 2016.

The necessary quorum was present for all the meetings.

B. NOMINATION AND REMUNERATION COMMITTEE

- i. The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.
- ii. The broad terms of reference of the nomination and Remuneration Committee are as under:

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

- Recommend to the board the set up and composition of the board and its committees. including the “formulation of the criteria for determining qualifications, positive attributes and independence of a director”. The committee will consider periodically reviewing the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the board the appointment or reappointment of directors
- Devise a policy on board diversity.
- Recommend to the board appointment of key managerial personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this committee).
- Carry out evaluation of every director’s performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors. This shall include “formulation of criteria for evaluation of independent directors and the board”.
- Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees. On an annual basis, recommend to the board the remuneration payable to the directors and
- oversee the remuneration to executive team or key managerial personnel of the Company
- Oversee familiarization programs for directors.
- Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the board, key managerial personnel and executive team).

i. The composition of the nomination and remuneration committee and the details of meetings attended by its members are given below:

NAME	CATEGORY	NUMBER OF MEETINGS DURING THE FINANCIAL YEAR 2015-16	
		HELD	ATTENDED
Sandip Kumar Bej	Chairman	3	3
Sardul Singh Jain	Member	3	3
Sujit Kumar Panda	Member	3	3
Anushri Pal	Member	2	2

During the year, Three (3) meetings of the nomination and remuneration committee were held on ; 21st July,2015, 14th November, 2015 & 29th February,2016

- ii. The Company does not have any employee stock option scheme.
- iii. Remuneration policy:

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

Remuneration policy in the Company is designed to create a high performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations. Annual increments are decided by the nomination and remuneration committee (NRC) within the salary scale approved by the members of the Company and are effective April 1 each year.

NRC decides on the commission payable to the managing director and the executive directors out of the profits for the financial year and within the ceilings prescribed under the Act based on the performance of the Company as well as that of the managing director and each executive director.

During the year 2015-16, the Company has not paid sitting fees to its non-executive directors for attending meetings of the board and meetings of committees of the board.

- iv. Details of commission and sitting fees for the year ended March 31, 2016

No commission and sitting fees was paid to any Director for the year ended March 31, 2016

- v. Details of equity shares of the Company held by the directors as on March 31, 2016 are given below:

NAME	NUMBER OF EQUITY SHARES
SAGAR MAL NAHATA	90,00,000

- vi. DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE YEAR ENDED MARCH 31, 2016

- NON EXECUTIVE DIRECTORS - NIL
- EXECUTIVE DIRECTORS

PARTICULARS	MR. Sagarmal Nahata
TERMS OF APPOINTMENT	3YRS
SALARY	-
SITTING FEES	NIL
MINIMUM REMUNERATION	-
NOTICE PERIOD OF SEVERANCE	3 MONTHS

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulations of the new Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Chairman and Managing Director and the Non-Independent Directors was carried out by the Independent Directors, The Directors express their satisfaction with the evaluation process

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE :

- i. The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.
- ii. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below

NAME	CATEGORY	NUMBER OF MEETINGS DURING THE FINANCIAL YEAR 2015-16	
		HELD	ATTENDED
Mr. Sujit Kumar Panda	Chairman	4	4
Mr. Sandip Kumar Bej	Member	4	4
Mr. Sardul Singh Jain	Member	4	4
Mrs. Anushri Pal	Member	3	3

During the year, Four (4) meetings of the Stakeholders' Relationship committee were held on 30th May, 2015; 14th August, 2015; 14th November, 2015; and 13th February, 2016.

- viii. The Board has clearly defined the terms of reference for this committee which generally meets once Quarterly. The Committee looks into the matters of shareholders :
 - a. approval of transfer of shares/debentures and issue of duplicate/split/consolidation/sub-division of share/ debenture certificates
 - b. opening/modification of operation and closing of bank accounts;
 - c. grant of special/general Power of Attorney in favour of employees of the Company from time to time in connection with the conduct of the business of the Company particularly with Government and Quasi-Government Institutions
 - d. to fix record date/book closure of share/debenture transfer book of the Company from time to time; to appoint representatives to

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

- attend the General Meeting of other companies in which the Company is holding shares
- e. to change the signatories for availment of various facility from Banks/Financial Institutions;
 - f. to grant authority to execute and sign foreign exchange contracts and derivative transactions;
 - g. to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.

ix. Name, designation and address of Compliance Officer:

Mr. VIVEK KHANDELWAL
33/1, N.S. ROAD,
MARSHALL HOUSE,
ROOM NO. 863
KOLKATA-700001
PH : 033-40669225
FAX : NIL
EMAIL : RGFCAPITAL@GMAIL.COM

x. Details of investor complaints received and redressed during the year 2015-16 are as follows:

OPENING BALANCE	RECEIVED DURING THE YEAR	RESOLVED DURING THE YEAR	CLOSING BALANCE
NIL	NIL	NIL	NIL

The above table includes Complaints received from SEBI SCORES by the Company.

Complaints and other correspondence are normally attended to within seven working days except where constrained by disputes or legal impediments, No investor grievances remained unattended/pending for more than thirty days as on March 31, 2016.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent MAHESHWARI DATAMATICS PVT LTD attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Stakeholders Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors at the Board Meetings.

D. OTHER COMMITTEE :

i. ETHICS AND COMPLIANCE COMMITTEE:

In terms of the Code of Conduct for prevention of insider trading and code of corporate disclosure practices ("Insider Trading Code") adopted by the Company, applicable to the directors, officers and other employees, the

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

Company has an ethics and compliance committee of directors. The Committee considers matters relating to the Insider Trading Code and the Company's Code of Conduct ("CoC").

The Company has also formulated an anti bribery and anti corruption policy and gifts policy which are monitored by the ethics and compliance committee.

Monthly reports are sent to the members of the committee on matters relating to the Insider Trading Code and the CoC. One meeting of the ethics and compliance committee was held during the year on 29th February, 2016.

The composition of the ethics and compliance committee and details of the meetings attended by its members are given below:

NAME	CATEGORY	NUMBER OF MEETINGS DURING THE FINANCIAL YEAR 2015-16	
		HELD	ATTENDED
Mr. Sujit Kumar Panda	Chairman	1	1
Mr. Sandip Kumar Bej	Member	1	1
Mr. Sardul Singh Jain	Member	1	1

AFFIRMATIONS AND DISCLOSURES
COMPLIANCE WITH GOVERNANCE FRAMEWORK

The Company is in compliance with all mandatory requirements of Regulations of the new Listing Agreement

RELATED PARTY TRANSACTIONS

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and regulations of the new Listing Agreement during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year. Related party transactions have been disclosed under the notes forming part of the financial statements in accordance with Account Standard AS – 18 . A statement in summary form of transactions with related parties in ordinary course of business and arm's length basis is periodically placed before the Audit Committee for review and recommendation to the Board for their approval.

None of the transactions with related parties were in conflict with the interest of the Company. All the transactions are in the normal course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis or fair value

RGF CAPITAL MARKETS LIMITED

Annual Report 2015-2016

DETAIL OF NON-COMPLIANCE BY THE COMPANY, PENALTIES, AND STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGES OR SEBI OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS

The Company has complied with all requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the audit committee.

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements

RISK MANAGEMENT BUSINESS

Risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

NON-MANDATORY REQUIREMENTS

Adoption of non-mandatory requirements of the Listing Agreement is being reviewed by the Board from time-to-time.

RECONCILIATION OF SHARE CAPITAL AUDIT:

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

CODE OF CONDUCT

The members of the board and senior management personnel have affirmed the compliance with the Code applicable to them during the year ended March 31, 2016. The Annual Report of the Company contains a Certificate by the CEO and Managing

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

Director in terms of the SEBI listing agreement based on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.

SHARE TRANSFER SYSTEM:

100% of the equity shares of the Company are in electronic form. Transfers of these shares are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form the transfer documents can be lodged with the Company at its Registered office or with Registrar and Transfer Agent .

Transfer of shares in physical form is normally processed within ten to twelve days from the date of receipt, if the documents are complete in all respects. The Directors and certain Company officials (including Chief Financial Officer and Company Secretary), under the authority of the board, severally approve transfers, which are noted at subsequent board meetings.

DEMATERIALISATION OF SHARES AND LIQUIDITY:

The Company's shares are also traded in dematerialized form. Equity shares of the Company representing 100% of the Company's equity share capital are dematerialised as on March 31, 2016.

Under the depository system, the international securities identification number (ISIN) allotted to the Company's shares is INE684D01025.

OUTSTANDING GDRS / ADRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2016, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

EQUITY SHARES IN THE SUSPENSE ACCOUNT:

There are no equity shares in suspense account as on 31ST March , 2016

TRANSFER OF UNCLAIMED / UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to applicable sections of the Companies Act, 2013 and other applicable provisions, if any, of the Act, all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government.

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

ADDRESS FOR CORRESPONDENCE:
RGF CAPITAL MARKETS LTD
33/1, N.S. Road, Marshall House,
Room No. 863,
Kolkata – 700 001.
Email: RGFCAPITAL@GMAIL.COM

COMPLIANCE CERTIFICATE

Compliance Certificate on Corporate Governance from the Auditors of the Company is annexed with this Report .

GENERAL BODY MEETINGS

The date and time of Company's Annual General Meetings during the last three years are as follows:

AGM for the Financial Year	Date	Time	Venue for all the three AGMs
2012-2013	28.09.2013	2.30 P.M	2, Clive Ghat Street, 2 nd Floor, R.No.16 Kolkata – 700 001.
2013-2014	29.09.2014	1.30 P.M	2, Clive Ghat Street, 2 nd Floor, R.No.16 Kolkata – 700 001.
2014-2015	30.09.2015	11.30 AM	Sardarshahr Prarishad, 11, Dr. Rajendra Prasad Sarani, 5th Floor, Kolkata – 700001

No extra-ordinary general meeting of the shareholders was held during the year.

None of the Resolution proposed at the Annual General Meeting held was required to be passed by postal ballot

GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting	
Date and Time	: 29th September, 2016 at 11.30 A.M
Venue	: Sardarshahr Parishad, 11, Dr. Rajendra Prasad Sarani, 5 th Floor, Kolkata - 700001

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

Financial Calendar (Tentative) for the Financial Year 2016-2017	: 1 st April, 2016 to 31 st March, 2017 First Quarter Results 2nd week of August, 2016 Second Quarter Results 2nd week of November, 2016 Third Quarter Results 2nd week of February, 2017 Fourth Quarter Results 4 th week of May, 2017
Date of Book Closure	: 23 rd September, 2016 to 29 th September, 2016 (both days inclusive)
Dividend payment date	: No dividend is being recommended
Listing on stock exchange	: The Calcutta Stock Exchange Ltd. Bombay Stock Exchange Limited.
The Company has paid listing fees as applicable to the stock exchange.	
Annual listing fee for the year 2016-17 was paid to NSDL and CDSL on receipt of the invoices.	

The ISIN Number of the Company on both NSDL and CDSL is INE684D01025

Total No. of Shares dematerialized up to 31.03.2016 is 150024000.

MARKET PRICE DATA

Share price Data High/Low and Volume during each month of 2015 -16 at BSE & CSE

MONTH	CSE		
	HIGH	LOW	VOLUME
MAY	-	-	-
JUNE	-	-	-
JULY	-	-	-
AUGUST	-	-	-
SEPTEMBER	-	-	-
OCTOBER	-	-	-
NOVEMBER	-	-	-
DECEMBER	-	-	-
JANUARY	-	-	-
FEBRUARY	-	-	-
MARCH	-	-	-

The Company listed with BSE on 26th February, 2016

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

REGISTRAR & SHARE TRANSFER AGENT :

M/s Maheshwari Datamatics Pvt. Ltd.
 6, Mangoe Lane, 2nd Floor,
 Kolkata – 700 001

DISTRIBUTION OF SHAREHOLDINGS:

SRL	No. of Shares		No. of Shareholder	% to Total	Total Shares	% to Total
1.	UPTO	500	293	52.51	634	0.000
2.	501	1000	1	0.18	1000	0.000
3.	1001	5000	18	3.23	75500	0.050
4.	5001	10000	43	7.71	424500	0.28
5.	10001	AND ABOVE	203	36.38	149522366	99.67
		TOTAL	558	100.00	150024000	100.00

Categories of equity shareholders as on March 31, 2016:

SL.NO	PARTICULARS	NO OF SHARES	% OF HOLDING
A	PROMOTER HOLDING		
	a) Individual	9000000	6.00
	b) Bodies Corporate	23905460	15.93
	Total (A)	32905460	21.93
B	PUBLIC SHARE HOLDING	117118540	78.07

Top ten equity shareholders of the Company as on March 31, 2016:

SL.NO	NAME OF THE SHARE HOLDER	NO OF SHARE HELD	% OF HOLDING
1	MULTIPLIER ENTERPRISES PVT LTD	25672250	17.11
2	JAHANGIRABAD FINANCE CO. PVT LTD	19392126	12.93
3	CASTLE COMMODITIES PVT LTD	16896470	11.26
4	SWITO FINANCE & ESTATES PVT LTD	14398260	9.60
5	SAGARMAL NAHATA	9000000	6.00
6	ZAWAR SALES LTD	6706000	4.47
7	CARAVAN VYAPAAR PVT LTD	4760970	3.17
8	BUDDLEIA TRADERS PVT LTD	4618720	3.08
9	SYNOSY AUTOMOTIVE PVT LTD	4464500	2.98
10	SHARP INVESTMENTS LTD	3979130	2.65

PERMANENT ACCOUNT NUMBER :

The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market . Members holding shares in electronic form are therefore requested to submit their PAN to the Depository Participants with whom they are maintaining their Demat accounts . Member holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent .

NOMINATION FACILITY :

Shareholders holding shares in physical form and desirous of submitting / changing nomination in respect of their shareholding in the Company may submit Form SH-13 (in duplicate) as per the provision of Sec 72 of the Companies Act , 2013 to the Company's Registrar and Transfer Agent .

BANK DETAILS :

Shareholders holding shares in physical form are requested to notify / send the following information to the Registrar and Share Transfer Agent of the Company .:

1. Any change in their address / mandate / bank details etc ; and
2. Particulars of the bank account in which they wish their dividend to be credited (in case the same has not been furnished earlier) and shall include the following particulars namely , Bank Name , Branch Name , Account Type , Account Number and MICR code (9 digit)

CEO / MANAGING DIRECTOR CERTIFICATION

To,
The Board of Directors
RGF Capital Markets Limited

Re: Financial Statement for the Financial Year 2015-2016 – Certification by Managing Director

I, Sagar Mal Nahata, Managing Director of **M/s RGF Capital Markets Limited** on the review of Financial Statements and Cash Flow Statement for the year ended 31st March, 2016 and to the best of my knowledge and belief, hereby certify that:

1. These statement do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2016 which are fraudulent, illegal or violative of Company's Code of Conduct.
4. I accept responsibility of establishing and maintaining internal control systems of the Company pertaining the financial reporting and I have disclosed to the auditors and the Audit Committee those deficiencies in the design and operation of such internal controls of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
5. I have indicated to the Auditors and the Audit Committee:
 - i. There have been no significant changes in internal control over financial reporting during the period.
 - ii. There have been no significant changes in accounting policies during the period.
 - iii. There have been no instances of significant fraud of which I have become aware and the involvement therein, of management or an

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

employee having significant role in the Company's internal control systems over financial reporting.

Declaration affirming compliance of Code of Conduct

A declaration by the Managing Director affirming compliance of Board members and senior Management Personnel to the Code is mentioned herewith:

Declaration signed by the Executive Director

As provided under the SEBI Listing Agreement with the Stock Exchanges, the Board Members and the Senior Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2016.

Place: Kolkata
Date: 30.05.2016

For RGF Capital Markets Ltd

Sagar Mal Nahata
Managing Director
(DIN: 00307611)

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2016, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them

Sagarmal Nahata
(Managing Director)
DIN: 00307611

Date: 30.05.2016
Place: Kolkata

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

AUDITORS CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS STIPULATED IN THE LISTING AGREEMENT

To the Members of
RGF Capital Markets Limited

We have examined the compliance of conditions of Corporate Governance by RGF Capital Markets Limited for the year ended on 31st March, 2016, as stipulated in clause 49 of the Listing Agreement of the Company with Stock Exchange for the period 1st April, 2015 to 30th November, 2015 and as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 as referred to in Regulation 15(2) of Listing Regulations for the period 1st December, 2015 to 31st March, 2016 .

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Place: Kolkata
Date: 30.05.2016

For C.GHATAK & CO
Chartered Accountants
CHINMAY GHATAK
(Partner)
M.No.003591
FIRM REG NO: 302162E

MANAGEMENT DISCUSSION & ANALYSIS

ABOUT THE INDUSTRY:

NBFCs are an integral part of the country's financial system complementing the services of commercial banks. The main reason attributed to the growth of NBFCs is the comprehensive regulation of the banking system. Other factors include higher level of customer orientation, lesser pre/post sanction requirements and higher rates of interest on deposits being offered by NBFCs. It is mandatory that every NBFC should be registered with RBI to carry on any business of non banking financial institution.

The activities of non-banking financial companies (NBFCs) in India have undergone qualitative changes over the years through functional specialization. The role of NBFCs as effective financial intermediaries has been well recognized as they have inherent ability to take quicker decisions, assume greater risks, and customize their services and charges more according to the needs of the clients. While these features, as compared to the banks, have contributed to the proliferation of NBFCs, their flexible structures allow them to unbundle services provided by banks and market the components on a competitive basis. The distinction between banks and non-banks has been gradually getting blurred since both the segments of the financial system engage themselves in many similar types of activities. At present, NBFCs in India have become prominent in a wide range of activities like hire-purchase finance, equipment lease finance, loans, investments, etc. By employing innovative marketing strategies and devising tailor-made products, NBFCs have also been able to build up a clientele base among the depositors, mop up public savings and command large resources as reflected in the growth of their deposits from public, shareholders, directors and other companies, and borrowings by issue of non-convertible debentures, etc.

The importance of NBFCs in delivering credit to the unorganized sector and to small borrowers at the local level in response to local requirements is well recognized. The rising importance of this segment calls for increased regulatory attention and focused supervisory scrutiny in the interests of financial stability and depositor protection.

An Overview of Regulation of NBFCs

In response to the perceived need for better regulation of the NBFC sector, the Reserve Bank of India (RBI) Act, 1934 was amended in 1997, providing for a comprehensive regulatory framework for NBFCs. The RBI (Amendment) Act, 1997 conferred powers on the RBI to issue directions to companies and its auditors, prohibit deposit acceptance and alienation of assets by companies and initiate action for winding up of companies.

(1) Mission

To ensure that:

- the financial companies function on healthy lines,
- these companies function in consonance with the monetary policy framework, so that their functioning does not lead to systemic aberrations,
- the quality of surveillance and supervision exercised by the RBI over the NBFCs keeps pace with the developments in this sector.
- comprehensive regulation and supervision of Asset liability and risk management system for NBFCs,

(2) Amendments to the Reserve Bank of India (RBI) Act, 1934

RBI Act was amended in January 1997 providing for, *inter alia*.

- Entry norms for NBFCs and prohibition of deposit acceptance (save to the extent permitted under the Act) by unincorporated bodies engaged in financial business,
- Compulsory registration, maintenance of liquid assets and creation of reserve fund,
- Power of the RBI to issue directions to an NBFC or to the NBFCs in general or to a class of NBFCs.
- Comprehensive regulation and Supervision of deposit taking NBFCs and limited supervision over those not accepting public deposits.

(3) Basic Structure of Regulatory and Supervisory Framework

- Prescription of prudential norms akin to those applicable to banks,

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

- Submission of periodical returns for the purpose of off-site surveillance,
- Supervisory framework comprising (a) on-site inspection (CAMELS pattern) (b) off-site monitoring through returns (c) market intelligence, and (d) exception reports by statutory auditors,
- Punitive action like cancellation of Certificate of Registration (CoR), prohibition from acceptance of deposits and alienation of assets, filing criminal complaints and winding up petitions in extreme cases, appointment of the RBI observers in certain cases, etc.
- Co-ordination with State Governments to curb unauthorised and fraudulent activities, training programmes for personnel of NBFCs, State Governments and Police officials.

(4) Other steps for protection of depositors' interest

- Publicity for depositors' education and awareness, workshops / seminars for trade and industry organizations, depositors' associations, chartered accountants, etc.

ABOUT THE RGF CAPITAL MARKETS LIMITED:

Business Overview:

Our Company is a non deposit taking NBFC, registered with the RBI. Our Company has been in the business of providing financial services since inception.

Our Company is primarily focused in providing inter corporate loans, personal loans, loans against shares & securities, loans against properties, trade financing, bills discounting, trading in shares & securities and arbitrage business in stock and commodity market. Being an, NBFC our Company has positioned itself between the organized banking sector and local money lenders, offering the customers competitive, flexible and timely lending services.

Products & Services:

Our Company offers financial services to commercial, industrial and financial clients with a one stop financial solution:-

- ✓ Trade Finance & Bill Discounting
- ✓ Working capital loans
- ✓ Loan
- ✓ Margin funding
- ✓

FINANCIAL PERFORMANCE:

During the fiscal 2016, Total income of the Company stood at Rs.75.87 Lacs as compared to previous fiscal of Rs. 83.25 Lacs. This fiscal, Company profits have been Rs.3.72 Lacs as compared to Rs 16.47 Lacs of fiscal 2015.

Financial Highlights:

- Income stood at Rs.75.87 Lacs for fiscal 2016
- Profit After Taxes of fiscal 2016 was Rs.2.57 Lacs
- Earning per share for fiscal 2016 was Rs.0.002 per share.
- Net Worth of company stood at Rs. 1419.66 Lacs as on March 31,2016

SWOT ANALYSIS:

Strengths:

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

An integrated financial services platform: We offer our clients an integrated financial services platform by offering lending against demat shares, finance consultancy, loan against immovable properties and allied products. Our integrated service platform allows us to leverage relationships across the lines of businesses and our industry and product knowledge by providing multi-channel delivery systems to our client base, thereby increasing our ability to cross-sell our services.

Experienced Management: We believe that our senior management and our talented and experienced Team are the principal reason for the growth of our Company. We believe that the extensive experience and financial acumen of our management and staff facilitates us with a significant competitive advantage.

Weakness:

Branding: Our Company is not a well established brand among large NBFC players who have access to larger financial resources.

Accessibility: We do not have branches so we are unable to explore the business opportunities in other areas.

Opportunities:

Large Market: The players in the NBFC sector still have a lot of scope to cover larger market and the rural markets are still untapped.

Desire for Status: With increased desire of individuals to improve their standard of living, the NBFC industry is getting exposed to new category of client (individuals) in a big way with large share of business coming from this segment apart from corporate clients.

Threats:

Economic Downturn: If the economic downturn is prolonged it can reduce the financing need of people due to shrinking business opportunities.

Private Banks: Private Banks are also working on the similar business model as the NBFCs do, thereby giving a very strong competition to the NBFC's.

RBI and Government restrictions: With more stringent norms governing the functioning of NBFC and certain government restrictions act as a hindrance in smooth functioning of NBFC.

FUTURE STRATEGY:

- **Expansion of existing activities:** Our Company intends to expand its financial services by enhancing its focus on margin funding, loan against shares and securities, loan against properties and corporate loan, bill discounting and working capital loan.
- **Differentiated Services:** In the growing economy, the corporate clients will be requiring funds for further expansions. Our Company would be providing all diversified service portfolio under one umbrella to cater most of the customer needs and demands.
- **Brand recognition:** We are in such a business where we are facing lot of competition. Our Company is not a well established brand among large NBFC players. We will be making the necessary arrangements for our brand reorganization.

REGULATORY:

As Being a Non-Banking Finance Company, is regulated by department of Non-Banking supervision of Reserve Bank of India. Company is current under category of Non –Deposit taking company so company is not within purview of various guidelines applicable. However RBI has issued several guidelines applicable to Non-Deposit taking companies, notable among which are:

- Submission of Financial
- To exercise the Fair Practice Code
- Compliance with Prudential norms

Company is complying various statutory provisions such as Companies Act, Income tax, Service tax, Listing Agreement provisions and other applicable laws and regulations applicable to the company.

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

INTERNAL CONTROL SYSTEM AND ADEQUACY:

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems. The management has put in place internal systems for review and monitoring of non performing assets of the company and to indicate corrective action for effecting recoveries.

CAUTIONARY:

Statement in the Management Discussion & Analysis, describing the company's objectives, projections and estimates are forward looking statement and progressive within the meaning of applicable laws & regulations. Actual result may vary from those expressed or implied. Important developments that could affect the company's operations are significant changes in political and economic environment in India, tax laws, RBI regulations, exchange rate fluctuation and other incidental factors.

Place: Kolkata
Date: 30.05.2016

C GHATAK & CO CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

INDEPENDENT AUDITOR'S REPORT

To
The Members of
RGF CAPITAL MARKETS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **M/S RGF CAPITAL MARKETS LIMITED**, which comprise the Balance Sheet as at **March 31, 2016**, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the matters stated in section 134(5) of the companies act 2013 ("the Act") with respect to the preparation & presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards referred under Section 133 of the act, read with Rule 7 of the companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgements and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on these financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) In the case of the Statement of Profit and Loss, of the **Profit** for the year ended on that date.
- c) In the case of the Cash Flow Statement, of the cash flows for the period ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, to report on the matters Specified in paragraphs 3 and 4 of the said Order, we annex hereto a statement on the matters specified therein.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, the statement of Profit and Loss and the cash flow statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the companies (Accounts) Rules, 2014 ;
 - e. On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.
 - f. With respect to adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in " Annexure B"
 - g. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

- (i) The Company does not have any pending litigations which would impact its financial position,
- (ii) The Company does not have any long term contracts including derivatives contracts for which there were any material foreseeable losses;
- (iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

Place: Kolkata

Date: 30.05.2016

For C.GHATAK & CO
Chartered Accountants
(CHINMAY GHATAK)
Partner
M.No.003591
FIRM REG NO: 302162E

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

Annexure to the Auditors' Report

[Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of M/s RGF CAPITAL MARKETS LIMITED on the accounts of the company for the year ended 31st March, 2016]

Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and in our opinion and in terms of the information and explanations given to us and the books and records examined by us in the normal course of audit, we report that :-

(i) In respect of its fixed assets :

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) As explained to us, fixed assets have been physically verified by the management at regular intervals during the year under audit in a phased periodical manner which, in our opinion, is reasonable having regard to size of the company and nature of its business. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) In respect of its inventory :

The Company has no inventory as on 31st March, 2016

(iii) According to the information and explanations given to us, the Company has granted secured or unsecured loans to 26 companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.

- (a) According to the information and explanations given to us and in our opinion, the terms and conditions of the grant of such loans are not, prima facie, prejudicial to the company's interest.
- (b) As explained to us, the schedule of repayment of principal and the payment of interest has not been stipulated but the receipts are regular as and when demanded.

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

- (c) As explained, there are no overdue amounts in respect of such loans. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the company is a NBFC and the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and security does not applicable to the Company.
- (v) In our opinion and according to the information and explanation given to us, the company has not accepted any deposits during the year under audit hence clause 3(v) of the said order is not applicable to the company.
- (vi) In our opinion and according to the information and explanation given to us, the Central Government has not prescribed any maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company; hence clause 3(vi) of the said order is not applicable to the company.
- (vii) In respect of statutory dues :
- (a) In our opinion and according to the information and explanation given to us, the Company has generally been regular in depositing undisputed statutory dues, including Income-tax and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2016 for a period of more than six months from the date of becoming payable.
- (b) According to the information and explanations given to us, there were no amounts payable in respect of Income-tax, or Cess which have not been deposited on account of any dispute.

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

- (viii) In our opinion and according to the information and explanation given to us, the company does not have any loans or borrowings from the financial institution, bank, Government or debenture holders during the year under audit hence clause 3(viii) of the said order is not applicable to the company.
- (ix) In our opinion and according to the information and the explanation given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable to the company.
- (x) In our opinion and according to the information and the explanation given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and the explanation given to us, no managerial remuneration has been paid or provided by the Company and hence clause 3(xi) of the said order is not applicable to the company.
- (xii) In our opinion and according to the information and the explanation given to us, the company is not a nidhi company and hence clause 3(xii) of the said order is not applicable to the company.
- (xiii) In our opinion and according to the information and the explanation given to us, transactions with the related party are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and the explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(ix) of the Order are not applicable to the company.

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

(xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and hence clause 3(xv) of the said order is not applicable to the company.

(xvi) In our opinion and according to the information and explanations given to us, the company is registered under section 45IA of the Reserve Bank Of India Act, 1934 and the registration Certificate of the same has been obtained by the Company. The Certificate of Registration No is.: B-05.00255 Dated 21.02.1998

Place: Kolkata

Date: 30.05.2016

For C.GHATAK & CO
Chartered Accountants
(CHINMAY GHATAK)
Partner
M.No.003591
FIRM REG NO: 302162E

Annexure B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of RGF CAPITAL MARKETS LIMITED ("the Company") as of 31 March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Kolkata

Date: 30.05.2016

For C.GHATAK & CO
Chartered Accountants
(CHINMAY GHATAK)

Partner

M.No.003591

FIRM REG NO: 302162E

C GHATAK & CO CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

TO WHOM IT MAY CONCERN

We have examined the books of accounts and other records of **M/s RGF CAPITAL MARKETS LIMITED.** for the Financial Year ending March 31, 2016. On the basis of information submitted to us, we certify the following:

<u>Sl</u>	<u>Particulars</u>	<u>Details</u>
1	Name of the Company	RGF CAPITAL MARKETS LTD
2	Certificate of Registration No.	B.05.00255 Dt. 21.02.1998
3	Registered Office Address	33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, KOLKATA-700001
4	Corporate Office Address	NA
5	The Company has been classified by RBI as: <i>(Investment Company/Loan Company/AFC/NBFC- MFI/NBFC-Factor/IFC/IDF-NBFC)</i>	Investment/Loan Company
6	Net Owned Fund (in Rs. Crore) <i>(Calculation of the same is given in the Annexure)</i>	0.54
7	Total Assets (in Rs. Crore)	14.29
8	Asset-Income Pattern: <i>(In terms of RBI Press Release 1998-99/1296 dated April 8, 1999)</i> (a) % of Financial Assets to Total Assets (b) % of Financial Income to Gross Income <i>(NBFC-Factor/NBFC-MFI/AFC/IFC may also report separately below)</i>	94.42 % 97.63 %
9	Whether the Company was holding any Public Deposits, as on March 31, 2016? <i>(If Yes, the amount in Rs. Crore)</i>	No

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

10	<p>Has the Company transferred a sum not less than 20% of its Net Profit for the year to Reserve Fund?</p> <p><i>(In terms of Section 45-IC of the RBI Act, 1934)</i></p>	Yes
11	<p>Has the Company received any FDI?</p> <p><i>If Yes, did the Company comply with the minimum capitalisation norms for the FDI?</i></p>	No
12	<p>If the Company is classified as an NBFC-Factor:</p> <p>(a) % of Factoring Assets to Total Assets</p> <p>(b) % of Factoring Income to Gross Income</p>	NA
13	<p>If the Company is classified as an NBFC-MFI:</p> <p>% of Qualifying Assets to Net Assets</p> <p><i>(refer to Notification DNBS.PD.No.234 CGM(US) 2011 dated December 02, 2011)</i></p>	NA
14	<p>If the Company is classified as an AFC;</p> <p>(a) % of Advances given for creation of physical/real assets supporting economic activity to Total Assets</p> <p>(b) % of Income generated out of these assets to Total Income</p>	NA
15	<p>If the Company is classifies as an NBFC-IFC</p> <p>% Infrastructure Loans to Total Assets</p>	NA
16	<p>Has there been any takeover/acquisition of control/change in shareholding/Management during the year, which require prior approval from RBI?</p> <p><i>(please refer to per DNBR (PD) CC. No. 065/03.10.001-2015-16 dated July 09, 2015 on the subject for details)</i></p>	NA

C GHATAK & CO CHINMAY GHATAK

*CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040*

In terms of Paragraph 2 of Notification No. DNBS.201/DG(VL)-2008 dated September 18, 2008, a separate report to the Board of Directors of the company has been made.

We have read and understood Paragraph 5 of Notification No. DNBS.201/DG(VL)-2008 dated September 18, 2008.

Place: Kolkata

Date: 30.05.2016

**For C.GHATAK & CO
Chartered Accountants
(CHINMAY GHATAK)
Partner
M.No.003591
FIRM REG NO: 302162E**

C GHATAK & CO

CHINMAY GHATAK

CHARTERED ACCOUNTANTS
107, NSC BOSE ROAD
KOLKATA-700 040

To
The Board of Directors,
M/s. RGF CAPITAL MARKETS LIMITED

As required under Non Banking Financial Companies Auditors Report (Reserve Bank) Directions, 2008 and on the basis of information and explanation given to us, we report that:

3A)

1. The Company is engaged in the Business of Non Banking Financial Institution and it has obtained a certificate of Registration from the Reserve Bank of India.
2. On the basis of Balance Sheet & Profit & Loss account for the year ended 31.03.2016 in our opinion the Company is entitled to continue to hold such certificate of Registration in terms of its asset / income pattern.
3. On the basis of Balance Sheet and Profit & Loss A/c for the year ended 31.03.2016 in our opinion the Company may be classified as **INVESTMENT/LOAN COMPANY.**

3C)

1. The Board of Directors has passed a resolution for Non Acceptance of any Public Deposits.
2. The Company has not accepted any deposit from the public during the year ended 31ST March, 2016.
3. The Company has complied with the prudential Norm relating to the Income Recognition, Accounting Standards, assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions – 2007.
4. The Company is not a systematically Important Company as defined in Paragraph 2(1)(XIX) of the Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

Place : Kolkata
Date : 30.05.2016

For C.GHATAK & CO.
(CHARTERED ACCOUNTANTS)

(CHINMAY GHATAK)
(PARTNER)
M.NO:003591
FIRM REG NO: 302162E

ANNEXURE 'A'

RGF CAPITAL MARKETS LIMITED

Calculation of Financial & Nonfinancial Assets (Rs. in Lacs) :

PARTICULARS	ASSETS AS	% OF TOTAL ASSETS
	ON 31ST MARCH	AS ON 31ST MARCH
	2016	2016
A. FINANCIAL :		
I. ASSETS :		
1. Investments in Shares	77.73	5.42
2. Loans and Advances	1,276.91	89.00
TOTAL(A) :	1,354.64	94.42
B. NONFINANCIAL :		
I. ASSETS :		
1. TDS	27.17	1.89
2. Cash & Bank Balance	36.70	2.56
3. Fixed Assets	10.15	0.71
4. Deffered Tax Assets	6.06	0.42
TOTAL(B) :	80.08	5.58
TOTAL(A + B) :	1,434.72	100.00

Calculation of Financial & Nonfinancial Income (Rs. in Lacs) :

PARTICULARS	INCOME AS	% OF TOTAL INCOME
	ON 31ST MARCH	AS ON 31ST MARCH
	2016	2016
A. FINANCIAL :		
I. INCOME :		
1. Interest on Loan	74.07	97.63
TOTAL(A) :	74.07	97.63
B. NONFINANCIAL :		
I. INCOME :		
1. Rent	1.80	2.37
TOTAL(B) :	1.80	2.37
TOTAL(A+B) :	75.87	100.00

Place : KOLKATA
Date : 30.05.2016

For C. GHATAK & Co.
Chartered Accountants
Firm Regd. No. 302162E

CHINMAY GHATAK
(PARTNER)
Memb. No.003591

Annexure I

Name of the Company: **RGF CAPITAL MARKETS LIMITED**

RBI Certificate No.: **B.05.00255 dated 21.02.1998**

	Item Name	Item Code	As on 31.03.2016
	<i>Capital Fund - Tier I</i>		
(i)	Paid up Equity Capital	001	15024000.00
(ii)	Preference share to be compulsorily convertible into equity	002	0.00
(iii)	Free Reserves		0.00
a)	General Reserve	003	0.00
b)	Share Premium	004	0.00
c)	Capital Reserve(Representing surplus on sale of assets)	005	0.00
d)	Debenture Redemption Reserve	006	0.00
e)	Capital Redemption Reserve	007	0.00
f)	Credit Balance in P & L Account	008	0.00
g)	Other free Reserves (Statutory Reserve)	009	0.00
	Total (001 to 009)	010	15,024,000.00
(iv)	Accumulated loss	011	7795898.00
(v)	Deferred Revenue Expenditure	012	0.00
(vi)	Other intangible assets	013	0.00
(vii)	Short provisioning against NPA/diminution in value of Investments.	014	0.00
	Total (011 to 014)	015	7795898.00
(viii)	Owned Fund (010 minus 015)	016	7,228,102.00
(ix)	Investment in shares of:		
a)	Subsidiaries	017	0.00
b)	Companies in the same group	018	2599060.00
c)	Other NBFCs	019	
(x)	The book value of debentures, bonds, Outstanding loans and advances, bills purchased and discounted(HP & lease) made to and deposits with:		
a)	Subsidiaries	020	0.00
b)	Companies in the same group	021	0.00
(xi)	Total (017 to 021)	022	2599060.00
(xii)	Amount of item 022 in excess of 10% of item 016 above.	023	1876249.80
(xiii)	Net Owned Fund (016 minus 023)	024	5,351,852.20

Signature of the Director with seal

Signature of Auditor with seal _____

RGF CAPITAL MARKETS LIMITED			
BALANCE SHEET AS AT 31ST MARCH, 2016			
	Note No	31ST MARCH ,	31ST MARCH ,
		2016	2015
		Rs.	Rs.
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	150,024,000	150,024,000
(b) Reserves and Surplus	2	(7,795,898)	(7,981,622)
(c) Provision on Standard Assets	3	343,292	302,718
(2) Current Liabilities			
(a) Other current liabilities	4	95,441	203,441
(b) Short-term provisions	5	805,175	690,288
TOTAL		143,472,010	143,238,825
II. Assets			
(1) Non-current assets			
(a) Fixed Assets			
- Tangible Assets	6	1,015,009	1,535,706
(b) Non-current investments	7	7,773,201	22,333,093
(c) Long term loans and advances	8	127,690,517	111,460,738
(d) Deffered Tax Assets	9	605,794	636,412
(2) Current assets			
(a) Cash and cash equivalents	10	3,670,410	4,814,003
(c) Other current assets	11	2,717,079	2,458,873
TOTAL		143,472,010	143,238,825

SIGNIFICANT ACCOUNTING POLICIES 18
OTHER NOTES ON ACCOUNTS 19

For and on behalf of the Board
SAGARMAL NAHATA
SANDIP KUMAR BEJ
VIVEK KHANDELWAL

Place : Kolkata
Date : 30.05.2016

In terms of our report of even date
FOR C. GHATAK & Co.
(Chartered Accountants)

(CHINMAY GHATAK)
(Partner)

M.No : 003591
Firm Reg No : 302162E

RGF CAPITAL MARKETS LIMITED				
STATEMENT OF PROFIT & LOSS ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2016				
	PARTICULARS	Note No	31ST MARCH , 2016 Rs.	31ST MARCH , 2015 Rs.
I	REVENUE FROM OPERATIONS	12	7,407,221	8,265,912
II	OTHER INCOME	13	180,000	59,376
	III TOTAL REVENUE (I + II)		7,587,221	8,325,288
IV	EXPENSES			
	Employee Benefit Expenses	14	1,613,418	2,908,358
	Depreciation and Amortization Expense	15	536,472	786,238
	Other Expenses	16	5,065,528	2,983,934
	TOTAL EXPENSES		7,215,418	6,678,530
V	Profit Before Tax		371,803	1,646,758
VI	TAX EXPENSES			
	a Current Tax		(114,887)	(507,855)
	b MAT Tax Credit Receivable		-	-
	c Deferred Tax		-	636,412
XV	PROFIT / (LOSS) FOR THE PERIOD		256,916	1,775,315
XVI	Earning Per Equity Share	17		
	a Basic		0.002	0.012
	b Diluted		0.002	0.012

SIGNIFICANT ACCOUNTING POLICIES 18

OTHER NOTES ON ACCOUNTS 19

For and on behalf of the Board

SAGARMAL NAHATA

SANDIP KUMAR BEJ

VIVEK KHANDELWAL

In terms of our report of even
FOR C. GHATAK & Co.
(Chartered Accountants)

(CHINMAY GHATAK)
(Partner)

M.No : 003591

Firm Reg No : 302162E

Place : Kolkata

Date : 30.05.2016

RGF CAPITAL MARKETS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016

	<u>31.03.2016</u>	<u>31.03.2015</u>
1. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax (a)	371,803	1,646,758
Add :		
Preliminary Expenses W/O.	-	-
Depriciation	536,472	786,238
Sub Total - (b)	536,472	786,238
Operating Profit before Working Capital Changes	(a)+(b) 908,275	2,432,996
Adjustments		
Decrease/(Increase) in Loans & Advances	(16,229,779)	1,403,844
Increase/(Decrease) in Current Liabilities	(108,000)	26,000
Decrease/(Increase) in other current assets	(258,206)	(481,258)
Sub Total - (c)	(16,595,985)	948,586
Net Cash from Operating Activities	A (15,687,710)	3,381,582
2. CASH FLOW FROM INVESTING ACTIVITIES		
Decrease / (Increase) in Investments	14,559,892	-
Decrease / (Increase) in Fixed Assets	(15,773)	(194,650)
Decrease / (Increase) in Sundry Debtors	-	8,222,516
Net Cash from Investing Activities	B 14,544,119	8,027,866
3. CASH FLOW FROM FINANCING ACTIVITIES		
Capital raised during the year	8,250	8,250
Profit/(Loss) of Tranferor Companies		-
Amalgamation Resreve		-
Preliminary Expenses		-
Loan Raised during the year	-	(3,350,000)
Net Cash from Financing Activities	C 8,250	(3,341,750)
Net Increase in Cash/Cash Equivalent	A+B+C (1,135,341)	397,407
Cash/Cash Equivalents (Opening)	4,814,003	4,416,596
Cash/Cash Equivalents (Closing)	3,670,410	4,814,003

Note :

1 The above cash flow statement has been prepared under the indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statements

31/03/2016 31/03/2015

2 Cash & Cash Equivalents Comprise

Cash on Hand	2,487,322	277,998
Balnce With Schedule Banks in current Account	1,183,088	4,536,005
	<u>3,670,410</u>	<u>4,814,003</u>

For and on behalf of the Board
SAGARMAL NAHATA
SANDI P KUMAR BEJ
VIVEK KHANDELWAL

In terms of our report of even date
For C. GHATAK & CO.
(CHARTERED ACCOUNTANTS)

CHINMAY GHATAK
(Partner)

M.No : 003591

Firm Reg No : 302162E

Place : Kolkata
Date : 30.05.2016

RGF CAPITAL MARKETS LIMITED

NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	31ST MARCH , 2016	31ST MARCH , 2015
	Rs.	Rs.
<u>NOTE - 1</u> <u>SHARE CAPITAL</u> <u>Authorised</u> 15,50,00,000 Equity Shares of Rs.1/- each	155,000,000	155,000,000
<u>Issued, Subscribed & Paid up</u> 15,00,24,000 Equity Share of Rs.1/- each	150,024,000	150,024,000
	150,024,000	150,024,000

A.
Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

	31ST MARCH , 2016		31ST MARCH , 2015	
	Nos	Amount	Nos	Amount
Shares outstanding at the beginning of the year	150,024,000	150,024,000	150,024,000	150,024,000
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	150,024,000	150,024,000	150,024,000	150,024,000

B

TERMS/ RIGHTS ATTACHED TO EQUITY SHARES

The Company has only one class of equity share having par value of Rs 1/- per share . Each holder of Equity share is entitled to one vote per share
In the event of liquidation of the company , the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts . The Distribution will be in proportion to the number of equity share held by the shareholders

C

Details of shareholders holding more than 5% shares of the Company

NAME OF THE SHAREHOLDER	31ST MARCH , 2016		31ST MARCH , 2015	
	Nos	%	Nos	%
(EQUITY SHARES OF RS 10/ EACH FULLY PAID UP)				
MULTIPLIER ENTERPRISES PVT. LTD.	25,672,250	17.11	14,408,090	9.60
SWITO FINANCE & ESTATES PVT. LTD.	14,398,260	9.60	14,177,094	9.45
MAHAVIR FINANCE PVT. LTD.	-	-	13,877,041	9.25
JAHANGIRABAD FINANCE CO. PVT. LTD.	19,392,126	12.93	9,030,531	6.02
CASTLE COMMODITIES PVT. LTD.	16,896,470	11.26	13,689,200	9.12
MANI MARKETING & HOLDINGS PVT. LTD.	-	-	14,258,260	9.50
SAGAR MAL NAHATA	9,000,000	6.00	9,000,000	6.00

As per the records of the Company , including its Register of Members and other declarations received from the shareholders regarding beneficial interest , the above shareholders represents legal ownership of shares

D.

SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH
Equity shares have not been issued for consideration other than cash

RGF CAPITAL MARKETS LIMITED

NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	31ST MARCH , 2016 Rs.	31ST MARCH , 2015 Rs.
<u>NOTE - 2</u>		
<u>RESERVES & SURPLUS</u>		
Special Reserve		
OP. Balance	424,983	69,920
Transfer During the year	51,383	355,063
A	476,366	424,983
Profit & Loss Account		
OP. Balance	(8,406,605)	(8,852,104)
Add: Profit for the year	256,916	1,775,315
Less: Transfer to Special Reserve	(51,383)	(355,063)
Less: Provision on Standard Assets	(40,574)	-
Less: Difference in Deffered Tax Assets	(30,618)	(974,753)
B	(8,272,264)	(8,406,605)
TOTAL (A+B)	(7,795,898)	(7,981,622)
<u>NOTE - 3</u>		
<u>PROVISION ON STANDARD ASSETS</u>		
PROVISION ON STANDARD ASSETS	343,292	302,718
	343,292	302,718
<u>NOTE - 4</u>		
<u>OTHER CURRENT LIABILITIES</u>		
Liabilities For Expenses	95,441	203,441
	95,441	203,441
<u>NOTE - 5</u>		
<u>SHORT TERM PROVISION</u>		
Provision for Taxation	805,175	690,288
	805,175	690,288

RGF CAPITAL MARKETS LIMITED

Note 6 : Fixed Assets

In Rupees

DESCRIPTION	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	AS AT 01.04.2015	ADDITIONS DURING THE YEAR	DEDUCTION /ADJUSTMENT DURING THE YEAR	AS AT 31.03.2016	UPTO 31.03.2015	FOR THE YEAR	TOTAL UPTO 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015
TANGIBLE ASSETS:									
Furniture & Fixture	1	-	-	-	-	1	-	-	1
Office Equipment	1	-	-	-	-	1	-	-	1
Epabx	35,025	-	-	35,025	16,903	8,168	25,071	9,954	18,122
Computers	966,423	-	-	966,423	855,999	68,212	924,211	42,212	110,424
Motor Cars	8,069,189	-	-	8,069,189	6,781,985	401,994	7,183,979	885,210	1,287,204
Air Conditions	146,500	-	-	146,500	129,878	7,492	137,370	9,130	16,622
Mobile Phone	255,478	15,775	-	271,253	159,156	47,445	206,601	64,652	96,322
Note Counted Machine	25,500	-	-	25,500	18,490	3,159	21,649	3,851	7,010
T O T A L	9,498,117	15,775	-	9,513,890	7,962,411	536,472	8,498,881	1,015,009	1,535,706

RGF CAPITAL MARKETS LIMITED

NOTE - 7

NON CURRENT INVESTMENTS

(AT COST)

(in fully paid up Equity Shares other than trade)

<u>QUOTED</u> (Long Term other than Trade)	<u>2015-16</u>		<u>2014-15</u>	
	<u>Qty.</u>	<u>Rs.</u>	<u>Qty.</u>	<u>Rs.</u>
Best & Crompton Engg. Ltd.	25	250	25	250
GEC Alsthoms Ltd.	500	51,375	500	51,375
Sellaiads Publication Ltd.	1,200	12,225	1,200	12,225
Sharp Investments Ltd.	825,000	2,599,060	825,000	2,599,060
TOTAL : A	826,725	2,662,910	826,725	2,662,910
<u>UNQUOTED</u>				
<u>In Others</u>				
Anish Enclave Pvt. Ltd.	-	-	166,666	2,499,990
East India Packging Pvt. Ltd.	-	-	8,000	400,000
Harmony Foods Pvt. Ltd.	-	-	4,000	2,000,000
Jeevandarshi Marketing Pvt. Ltd.	-	-	44,642	2,499,952
Mahesh Finseg Pvt.Ltd.	-	-	625	100,000
Puspagiri Promoters Pvt. Ltd.	-	-	100,000	1,000,000
Raddop Enterprises Pvt. Ltd.	-	-	60,000	1,200,000
Rajaram Steel Industries Pvt. Ltd.	-	-	10,000	50,000
Sri Narayani Plastic Pvt. Ltd.	-	-	24,390	4,999,950
	-	-	418,323	14,749,892
TOTAL : B	-	-	418,323	14,749,892
Flat		5,110,291	-	4,920,291
TOTAL : C		5,110,291	-	4,920,291
TOTAL : A+B+C	826,725	7,773,201	1,245,048	22,333,093
MARKET VALUE OF QUOTED SHARES		2,665,962		2,665,962
MARKET VALUE OF FLAT		7,000,000		-

RGF CAPITAL MARKETS LIMITED

	31ST MARCH , 2016	31ST MARCH , 2015
	Rs.	Rs.
<u>NOTE - 8</u>		
<u>LONG TERM LOANS & ADVANCES</u>		
(Unsecured , Considered good)		
Loans	126,313,525	110,505,746
Advances	1,376,992	954,992
	<u>127,690,517</u>	<u>111,460,738</u>
<u>NOTE - 9</u>		
<u>DEFERRED TAX ASSET</u>		
Opening Balance	636,412	-
Add: Generated during the year	-	636,412
Less: Reversed during the year	30,618	-
Closing Liability	<u>605,794</u>	<u>636,412</u>
<u>NOTE - 10</u>		
<u>CASH & CASH EQUIVALENTS</u>		
Cash in hand (As certified)	2,487,322	277,998
Balances with Schedule Bank in Current Account	1,183,088	4,536,005
	<u>3,670,410</u>	<u>4,814,003</u>
<u>NOTE -11</u>		
<u>OTHER CURRENT ASSETS</u>		
T.D.S.	2,717,079	2,458,873
	<u>2,717,079</u>	<u>2,458,873</u>

RGF CAPITAL MARKETS LIMITED

	31ST MARCH , 2016	31ST MARCH , 2015
	Rs.	Rs.
<u>NOTE - 12</u> <u>REVENUE FROM OPERATIONS</u> Interest (TDS RS 721146/- (PY RS 790717 /-)	7,407,221	8,265,912
	7,407,221	8,265,912
<u>NOTE - 13</u> <u>OTHER INCOME</u> Rent	180,000	59,376
	180,000	59,376
<u>NOTE - 14</u> <u>EMPLOYEE BENEFIT EXPENSES</u> Salary	1,613,418	2,908,358
	1,613,418	2,908,358
<u>NOTE - 15</u> <u>DEPRECIATION & AMORTIASATION</u> Depreciation	536,472	786,238
	536,472	786,238

RGF CAPITAL MARKETS LIMITED

	31ST MARCH , 2016	31ST MARCH , 2015
	Rs.	Rs.
<u>NOTE - 16</u>		
<u>OTHER EXPENSES</u>		
Advertisement Expenses	15,120	6,645
Annual Custodial Charges	165,558	101,466
Audit Fees	10,000	10,000
Bank Charges	3,357	135
Consultancy Charges for Listing	2,591,900	200,000
Demat Expenses	1,000	1,000
Donation	-	200,000
Filing Fees	2,300	9,600
General Expenses	480,332	297,411
Interest paid	17,940	52,250
Legal & Professional Expenses	5,648	32,300
Listing Fees	300,000	58,989
Maintenance Expenses	307,069	276,882
Mobile Phone Expenses	191,302	143,483
Motor Car Expenses	521,014	658,827
Motor Car Insurance	78,517	125,768
Postage & Telegram	22,042	19,876
Printing & Stationery	28,194	71,524
Rent	60,000	168,000
Subscription	-	6,100
Telephone Expenses	70,860	75,581
Travelling & Conveyance Expenses	193,375	462,097
Trade License	-	6,000
	5,065,528	2,983,934
<u>NOTE - 17</u>		
<u>EARNING PER SHARE</u>		
Net Profit after tax as per Statement of Profit and Loss (A)	256,916	1,775,315
weighted Average number of equity shares outstanding (B)	150,024,000	150,024,000
Basic and Diluted Earnings per share (`)	0.002	0.012
Face value per equity share (`)	1	1

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

NOTE – 18

SIGNIFICANT ACCOUNTING POLICY :

Basis of Accounting :

The financial statements are prepared under historical cost convention, on an accrual basis and in accordance with relevant presentational requirements of the Companies Act, 2013 and the applicable mandatory Accounting Standards as prescribed under section 133 of Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

Inventories:

Inventories of shares are valued at cost computed on FIFO Basis or fair value, which ever is lower.

Recognition of Income and Expenditure :

Income and expenditure are accounted for on accrual basis. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the shareholder's right to receive payment is established by the balance sheet date.

Depreciation on Fixed Assets:

Depreciation on Fixed Assets has been provided based on useful life assigned to each asset prescribed in accordance with Part - "C" of Schedule-II of the Companies Act, 2013.

Fixed Assets:

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Impairment of Assets:

- I. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
- II. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

RGF CAPITAL MARKETS LIMITED
Annual Report 2015-2016

Investment :

In accordance with Accounting Standard (AS13) on " Accounting for Investments" and the guidelines issued by Reserve Bank of India, Investments are either classified as current or long term based on management's intention at the time of purchase. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Non Current / Long term Investments. Current investments are stated at lower cost and market rate on an individual investment basis, unless there is decline other than temporary in the value, in which case adequate provision is made.

Earnings per share:

- Earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year.
- For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

Provision and Deferred Tax :

The Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax resulting from "timings difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

Contingencies:

These are disclosed by way of notes on the Balance sheet. Provisions is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end , till the finalization of accounts and material effect on the position stated in the Balance Sheet .

PROVISIONING FOR STANDARD ASSETS :

The Reserve Bank Of India vide their notification has issued direction to NBFC-ND-SI & NBFC-SI to make provision of 0.30% on STANDARD ASSETS for the financial year 2015-2016. Since the Company does not come under the current definition of NBFC-ND-SI the Company has made provision @ 0.25%.

NOTE-19 OTHER NOTES ON ACCOUNTS

i Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors for the year ended 31st March 2015.

ii Loans & advances balances are subject to confirmation by the respective parties .

iii Segment Report :

The Company is engaged in the business of Non-Banking Financial Services and there are no separate reportable segments as per Accounting Standard 17.

iv Related Party Disclosure :

KEY MANAGEMENT PERSONNEL (KMP)

1. Sagar Mal Nahata - Managing Director
2. Vivek Khandelwal - Company Secretary

RELATIVES OF (KMP) AND ENTERPRISE IN WHICH TRANSACTION HAS TAKEN PLACE:

1. S.M. NAHATA & CO.
2. S.M. NAHATA FOUNDATION
3. SHARP INVESTMENTS LIMITED

RELATED PARTY TRANSACTION

Sl. No.	Nature Of Transaction	Relation	31/03/2016 (Rs)	31/03/2015 (Rs)
1	Rent S.M.Nahata & Co.	Managing Director's Proprietorship Firm	60,000	24,000
2	Donation S.M.Nahata Foundation	Managing Director Trustee of the Foundation	-	200,000
3	Investments Sharp Investments Limited	S.M.Nahata is Managing Director of Sharp Investments Ltd.	2,599,060	2,599,060

- v The Company has Complied this information based on the current information in its possession. As at 31.03.2016, No supplier has intimated the Company about its status as a Micro or Small enterprise or its Registration with the appropriate authority under Micro, Small and Medium Enterprise Development Act, 2006.
Amount due to Micro Small and Medium Enterprises as on 31.03.2016 Rs. NIL (PY Rs. NIL)
- vi The Financial Statements and Notes on Accounts has been prepared as per the Companies Act, 2013 with their Schedule as the same is effective from 1st April, 2014.
- vii Effective from 1st April, 2014, the Company has charged depreciation based on the useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013. It has recomputed the depreciation on various fixed assets in accordance with and in the manner prescribed with Part C of Schedule II of the Companies Act, 2013.
- viii Provision for taxation on Income for the year has been made under the tax calculated on income under normal computation as per income tax act being higher than the tax computed under section 115JB of the income tax act.
- ix The management has assessed that there is no impairment of Fixed assets requiring provisions in the accounts. Accordingly, there is no debit to the Profit & Loss Account for the impairment of assets.
- x Deferred Taxation :
The company will recognise the deferred tax liabilities/assets on the timing differences for the period in which there is virtual certainty of future income by way of prudence in accordance with AS-22 " Accounting For Taxes On Income " issued by the Institute of Chartered Accountants of India.
- xi No Provision has been made on account of gratuity as none of the employees have put in completed years of Service as required by the payment of Gratuity Act.
- xii No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.
- xiii Previous Year figures have been regrouped, rearranged or recasted wherever considered necessary.
- xiv Informations required to be furnished under paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998 is given in separate Annexure.

For and on behalf of the Board
SAGARMAL NAHATA
SANDIP KUMAR BEJ
VIVEK KHANDELWAL

In terms of our report of even date
For C.GHATAK & CO.
(CHARTERED ACCOUNTANTS)

(CHINMAY GHATAK)
(Partner)

M.No : 003591
Firm Reg No : 302162E

Place: Kolkata
Date: 30.05.2016

ANNEXURE REFERRED TO IN NOTE NO 24(11) TO ACCOUNTS
ANNEXED AS PER RESERVE BANK OF INDIA PRUDENTIAL NORMS

SCHEDULE TO THE BALANCE SHEET OF A NON BANKING FINANCIAL COMPANY
AS ON 31.03.2016 AS REQUIRED IN TERMS OF PARAGRAPH 13 OF A NON BANKING
FINANCIAL (NON DEPOSIT ACCEPTING OR HOLDING) COMPANIES PRUDENTIAL
NORMS (RESERVE BANK) DIRECTIONS, 2007

PARTICULARS

(RS IN LACS)

LIABILITIES SIDE

LOANS AND ADVANCES AVAILED BY THE NBFCS INCLUSIVE OF INTEREST ACCRUED THEREON BUT NOT PAID		<u>AMOUNT OUTSTANDING</u>	<u>AMOUNT OVERDUE</u>
a	DEBENTURES		
	• SECURED	NIL	NIL
	• UNSECURED (OTHER THAN FALLING WITHIN THE MEANING OF PUBLIC DEPOSIT)	NIL	NIL
b	DEFERRED CREDITS	NIL	NIL
c	TERM LOANS	NIL	NIL
d	INTER – CORPORATE LOANS AND BORROWINGS	NIL	NIL
e	COMMERCIAL PAPER	NIL	NIL
f	PUBLIC DEPOSIT	NIL	NIL
g	OTHER LOANS (SPECIFY NATURE)	NIL	NIL

ASSET SIDE

	BREAK UP OF LOANS AND ADVANCES INCLUDING BILLS RECEIVABLES OTHER THAN THOSE INCLUDED IN (4) BELOW	<u>AMOUNT OUTSTANDING</u>	<u>AMOUNT OUTSTANDING</u>
	• SECURED	NIL	NIL
	• UNSECURED	1276.91	1276.91
	BREAK UP OF LEASED ASSETS AND STOCK ON HIRE AND HYPOTHECATION LOANS COUNTING TOWARDS EL / HP ACTIVITIES	NIL	NIL
1	LEASE ASSETS INCLUDING LEASE RENTALS UNDER SUNDRY DEBTORS		
	• FINANCIAL LEASE	NIL	NIL
	• OPERATING LEASE	NIL	NIL
2	STOCK ON HIRE INCLUDING HIRE CHARGES UNDER SUNDRY DEBTORS		
	• ASSETS ON HIRE	NIL	NIL
	• REPOSSESSED ASSETS	NIL	NIL
3	HYPOTHECATION LOANS COUNTING		

	TOWARDS EL / HP ACTIVITIES		
	• LOANS WHERE ASSETS HAVE BEEN REPOSSESSED	NIL	NIL
	• LOANS OTHER THAN ABOVE	NIL	NIL

BREAK UP OF INVESTMENTS

	• CURRENT INVESTMENTS (STOCK IN TRADE)		
1	QUOTED		
	• SHARES		
	EQUITY	NIL	NIL
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
2	UNQUOTED		
	• SHARES		
	EQUITY	NIL	NIL
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
	• LONG TERM INVESTMENTS		
1	QUOTED		
	• SHARES		
	EQUITY	26.63	26.63
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
2	UNQUOTED		
	• SHARES		
	EQUITY	NIL	NIL
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL

BORROWER GROUP WISE CLASSIFICATION OF ALL LEASED ASSETS , STOCK ON HIRE AND LOANS AND ADVANCES

CATEGORY		AMOUNT NET OF P[ROVISIONS		
1	RELATED PARTIES	SECURED	UNSECURED	TOTAL
	a SUBSIDIARIES	NIL	NIL	NIL
	b COMPANIES IN THE SAME GROUP	NIL	NIL	NIL
	c OTHER RELATED PARTIES	NIL	NIL	NIL
2	OTHER THAN RELATED PARTIES	NIL	1276.91	1276.91
	TOTAL	NIL	1276.91	1276.91

INVESTOR GROUP WISE CLASSIFICATION OF ALL INVESTMENTS (CURRENT AND LONG TERM) IN SHARES AND SECURITIES (BOTH QUOTED AND UNQUOTED

CATEGORY		MARKET VALUE /BREAK UP OF FAIR VALUE OR NAV	BOOK VALUE (NET OF PROVISION)
1	RELATED PARTIES		
	a SUBSIDIARIES	NIL	NIL
	b COMPANIES IN THE SAME GROUP	25.99	25.99
	c OTHER RELATED PARTIES	NIL	NIL
2	OTHER THAN RELATED PARTIES	0.64	0.64
	TOTAL	26.63	26.63

7.

OTHER INFORMATION		AMOUNT
	PARICULARS	
I)	GROSS NON- PERFORMING ASSETS	
	A RELATED PARTIES	NIL
	B OTHER THAN RELATED PARTIES	NIL
II)	NET NON- PERFORMING ASSETS	
	A RELATED PARTIES	NIL
	B OTHER THAN RELATED PARTIES	NIL
III)	ASSETS ACQUIRED IN SATISFACTION OF DEBTS	NIL

Date: 30.05.2016

For C.GHATAK & CO.
 (CHARTERED ACCOUNTANTS)
 (CHINMAY GHATAK)
 (PARTNER)
 M.NO:003591
 FIRM REG NO: 302162E

RGF CAPITAL MARKETS LIMITED

Regd Office: 33/1, N.S. ROAD, MARSHALL HOUSE, ROOM NO. 863, 16, KOLKATA –
700001

CIN: L67120WB1983PLC036113

Phone: 033-4066-9225

Email:rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

ATTENDANC SLIP

(To be handed over at the entrance of the meeting hall)

(Annual General Meeting – 29th September, 2016)

I/We hereby record my/our presence at the **Annual General Meeting of “RGF CAPITAL MARKETS LIMITED”** held on Thursdays , 29th September, 2016 at 11:30 AM at Sardarshahr Parishad. 11, Dr. Rajendra Prasad Sarani, 5th Floor, Kolkata - 700001

Full Name of the member (in BLOCK LETTERS): _____

Folio No. _____, DP ID No. _____, Client ID No. _____

Full Name of Proxy (in BLOCK LETTERS): _____

Member/ Proxy(s) Signature: _____

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over the entrance. Duplicate slips will not be issued at the venue of the meeting.)

RGF CAPITAL MARKETS LIMITED

Regd Office: 33/1, N.S. Road, Marshall House, Room No. 863, Kolkata - 700001

CIN: L67120WB1983PLC036113

Phone: 033-40669225

Email: rgfcapital@gmail.com, Website: www.rgfcapitalmarkets.in

(Annual General Meeting – 29th September, 2016)**FORM NO. MGT - 11****[Pursuant to Section 105(6) of the Companies Act, 2013 of the Companies (Management and Administration) Rules, 2014]**

CIN : L67120WB1983PLC036113
 Name of the Company : RGF Capital Markets Limited
 Registered Office : 33/1, N.S. Road, Marshall House, Room No. 863, Kolkata - 700001
 Name of the Members :
 Registered Address :
 E – Mail ID :
 Folio No./ Client No. :
 DP ID :

I/We, being the member(s) of _____ shares of the above company, hereby appoint.

1. Name: _____ Address: _____
 E – Mail ID: _____ Signature: _____ Or failing him

2. Name: _____ Address: _____
 E – Mail ID: _____ Signature: _____ Or failing him

3. Name: _____ Address: _____
 E – Mail ID: _____ Signature: _____ Or failing him

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the AGM of the Company, to be held on Thursday, 29th day of September, 2016 at 11.30 AM at Sardarshahr Parishad, 11, Dr. Rajendra Prasad Sarani, 5th Floor, Kolkata - 700001 and at any adjournment thereof in respect of such resolution(s) as are indicated below.

Resolution No.	Resolution	Optional	
		For	Against
Ordinary Business:			
1	To consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2	To appoint a Director in place of Mr. Sujit Kumar Panda (DIN 06873319), who retires by rotation and being eligible, offers himself for re-appointment.		
3	For appointment of Auditors.		
Special Business:			
3	To increase the limit of the amount for the Charity & Donations beyond the specified limit mentioned in the Companies Act, 2013		

Signed this _____ day of _____, 2016

Signature of the Shareholder(s) _____ Signature of Proxy(s) _____

Affix
Revenue
Stamp

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company not less than 48 hours before the commencement of the meeting.