

# RGF CAPITAL MARKETS LIMITED

Regd. Office: 14, N.S. ROAD, 2<sup>ND</sup> FLOOR, KOLKATA - 700001

CIN: L67120WB1983PLC036113

Email: rgfcapital@gmail.com, Website: [www.rgfcapitalmarkets.com](http://www.rgfcapitalmarkets.com)

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Dated: 21.04.2022

To,  
The Company Secretary & Listing Department,  
The Calcutta Stock Exchange Limited,  
7, Lyons Range, Kolkata - 700001

**Sub: Quarterly Report on Corporate Governance  
for Quarter Ending 31.03.2022**

Dear Sir,

We enclose herewith the compliance status report for the quarter ended 31<sup>st</sup> March, 2022 in the format prescribed, for your information and record.

Kindly acknowledge the receipt.

Thanking You,

Yours Truly,

For RGF Capital Markets Limited  
FOR RGF CAPITAL MARKETS LTD.

  
Director

Sandip Kumar Bej  
(Director)  
DIN:02738193

General information about company	
Scrip code	539669
NSE Symbol	
MSEI Symbol	
ISIN	INE684D01025
Name of the entity	RGF CAPITAL MARKETS LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO Yes

of the ctor	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post- of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No pro 1
RMAL JA	ABEPN9248G	00307611	Executive Director	Chairperson	MD	09- 09- 1949	NA		30-09-2015	02-05-2019		2	0	0	0		
AR A	AHKPP3850C	06873319	Non- Executive - Non- Independent Director	Not Applicable		26- 09- 1975	No		15-12-2014			2	0	2	2		
IP AR BEJ	AREPB1819R	02738193	Non- Executive - Independent Director	Not Applicable		07- 02- 1973	No		29-09-2014			76	2	2	2	2	
I AL	CCUPS5043K	08852633	Non- Executive - Independent Director	Not Applicable		25- 01- 1987	No		26-03-2021			12	2	2	2	2	

## I. Composition of Board of Directors

## Disclosure of notes on composition of board of directors explanatory

## Whether the listed entity has a Regular Chairperson

Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number members in Audit Stakeholder Committee including listed entities (Refer Regulation 26(1) of Listing Regulations)
5	Mr	AJAY PRATAP SINGH	BWXPS4343C	06873486	Non-Executive - Independent Director	Not Applicable		07-07-1973	No		18-06-2021			10	2	2	0
6	Ms	RISHI KANT TIWARI	AHIPT3731E	08029578	Non-Executive - Non Independent Director	Not Applicable		26-01-1985	No		20-07-2021			9	2	0	0

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02738193	SANDIP KUMAR BEJ	Non-Executive - Independent Director	Chairperson	29-09-2014		
2	06873319	SUJIT KUMAR PANDA	Non-Executive - Non Independent Director	Member	15-12-2014		
3	08852633	MALTI JAISWAL	Non-Executive - Independent Director	Member	26-03-2021		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02738193	SANDIP KUMAR BEJ	Non-Executive - Independent Director	Chairperson	29-09-2014		
2	06873319	SUJIT KUMAR PANDA	Non-Executive - Non Independent Director	Member	15-12-2014		
3	08852633	MALTI JAISWAL	Non-Executive - Independent Director	Member	26-03-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02738193	SANDIP KUMAR BEJ	Non-Executive - Independent Director	Member	29-09-2014		
2	06873319	SUJIT KUMAR PANDA	Non-Executive - Non Independent Director	Chairperson	15-12-2014		
3	08852633	MALTI JAISWAL	Non-Executive - Independent Director	Member	26-03-2021		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	01-12-2021				Yes	5	3
2		14-02-2022	74		Yes	6	3

## Annexure 1

## IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	13-11-2021				Yes	5	3
2	Audit Committee	14-02-2022	92			Yes	6	3
3	Nomination and remuneration committee	14-02-2022				Yes	6	3
4	Stakeholders Relationship Committee	14-02-2022				Yes	6	3

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure I		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders.relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	SHRADHA HANDA
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://rgfcapitalmarkets.com/">http://rgfcapitalmarkets.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://rgfcapitalmarkets.com/">http://rgfcapitalmarkets.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="http://rgfcapitalmarkets.com/">http://rgfcapitalmarkets.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://rgfcapitalmarkets.com/">http://rgfcapitalmarkets.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://rgfcapitalmarkets.com/">http://rgfcapitalmarkets.com/</a>
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		<a href="http://rgfcapitalmarkets.com/">http://rgfcapitalmarkets.com/</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://rgfcapitalmarkets.com/">http://rgfcapitalmarkets.com/</a>



Annexure II			
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)			
I. Disclosure on website in terms of Listing Regulations			
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://rgfcapitalmarkets.com/">http://rgfcapitalmarkets.com/</a>
11	email address for grievance redressal and other relevant details	Yes	<a href="http://rgfcapitalmarkets.com/">http://rgfcapitalmarkets.com/</a>
12	Financial results	Yes	<a href="http://rgfcapitalmarkets.com/">http://rgfcapitalmarkets.com/</a>
13	Shareholding pattern	Yes	<a href="http://rgfcapitalmarkets.com/">http://rgfcapitalmarkets.com/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA	
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	NA	
18	Credit rating or revision in credit rating obtained	NA	
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	NA	
21	Materiality Policy as per Regulation 30	NA	
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
23	It is certified that these contents on the website of the listed entity are correct	Yes	<a href="http://rgfcapitalmarkets.com/">http://rgfcapitalmarkets.com/</a>

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	NA	
10	Compliance Certificate	17(8)	Yes	

## Annexure II

## II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors.	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes				

Annexure II		
1	Name of signatory	SHRADHA HANDA
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II		
1	Name of signatory	SHRADHA HANDA
2	Designation	Company Secretary and Compliance Officer



<b>Additional Half yearly Disclosure</b>	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)

<b>Signatory Details</b>	
Name of signatory	SHRADHA HANDA
Designation of person	Company Secretary and Compliance Officer
Place	kolkata
Date	20-04-2022