



RGF CAPITAL MARKETS LTD.

ANNUAL REPORT

FOR THE YEAR ENDED 31ST MARCH

2022-2023

CORPORATE INFORMATION

Corporate

RGF Capital Markets Ltd was incorporated in Kolkata, in 1983 under the Companies Act, 1956. The registered office of the company is situated at 14, N.S Road, 2nd Floor, Kolkata-700001 .

CIN: L67120WB1983PLC036113

Capital

Authorized capital: Rs. 15,50,00,000/-

Paid up capital: Rs. 15,00,24,000/-

Financial Year

The Company's financial year begins on April 1 and ends on March 31.

Annual General Meeting

Day: Saturday

Date: September 30, 2023

Time: 11:00 a.m.

E-voting date: September 27, 2023, 9.00 am, to September 29, 2023, 05:00 pm.

Book Closure date: September 25, 2023, to September 30, 2023 (both days inclusive)

Listing: Bombay Stock Exchange, CSE

RGF CAPITAL MARKETS LIMITED
Annual Report 2022-2023

MANAGING DIRECTORS

SHRI SAGR MAL NAHATA

DIRECTORS

SHRI SANDIP KUMAR BEJ
SHRI SUJIT KUMAR PANDA
SHRI AJAY PRATAP SINGH
SHRI RISHI KANT TIWARI
MRS. MALTI JAISWAL

***COMPANY SECRETARY
& COMPLIANCE OFFICER***

MRS. SHRADHA HANDA

AUDITORS

KUMAR ROYBARMAN PRASANTA & ASSOCIATES
CHARTERED ACCOUNTANT
140 A/4, N S C BOSE ROAD
KOLKATA- 700 092

BANKERS

AXIS BANK LTD.

REGISTERED OFFICE

14, N.S. ROAD
2ND FLOOR
KOLKATA-700 001

***REGISTER & SHARE
TRANSFER AGENT***

MAHESHWARI DATAMATICS PVT. LTD.
23, R.N MUKHERJEE ROAD
5TH FLOOR,
KOLKATA-700001

RGF CAPITAL MARKETS LIMITED

Regd. Office: 14, N.S. ROAD, 2ND FLOOR KOLKATA – 700001

CIN: L67120WB1983PLC036113

Phone: 033- 4005-5190

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

NOTICE

Notice is hereby given that the 40th Annual General Meeting of the RGF CAPITAL MARKETS LIMITED will be held on Saturday, 30th September, 2023 at 11.00 A.M. at the Registered Office of the Company at 14,N.S.Road,2ndFloor, Kolkata – 700001 to transact the following businesses:

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ORDINARY BUSINESS:

1. To receive, consider and adopt Financial Statements of the Company for the year ended March 31, 2023 including the Audited Balance Sheet as March 31, 2023, 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 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, 141, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the allied rules made thereunder (including any statutory modifications, for the time being in force) and based on the recommendation of the Audit Committee, the consent of the Board of Directors of the company be and is hereby accorded to Appoint M/S S.K. Dhar & Co, Chartered Accountants, Firm Registration Number 307041E as Statutory Auditors of the Company for a term of 5 years from the conclusion of this Annual General Meeting (AGM) till the Annual General Meeting (AGM) of the company to be held in the year 2028, subject to the approval of the shareholders in the forthcoming Annual General Meeting at a remuneration as mutually decided between the board and the Auditors of the company.

3. To appoint Director in place of Mr. Rishi Kant Tiwari (DIN: 08029578), who retires by rotation at this Annual General Meeting in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To Re-appoint Mr. Sagar Mal Nahata (DIN:00307611) as Managing Director of the Company for a second term of 5 years.

To consider and, if thought fit, pass the following resolution as Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 197,198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and such other provisions as may be applicable and based on the recommendation of the Nomination and Remuneration Committee and approval of the board, the consent of the members of the company be and is hereby accorded to re-appoint Mr. Sagar Mal Nahata (DIN: 00307611) as a Managing Director of the company for a further period of 5 years w.e.f May 02, 2024 on the terms and conditions as set out by the company in consultation with Mr. Sagar Mal Nahata

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Sagar Mal Nahata, he shall be paid remuneration by way of salary and perquisites as set out as minimum remuneration, subject to restrictions, if any, set out in Schedule v to the Companies Act, 2013.”

**By Order of the Board of Directors
RGF CAPITAL MARKETS LIMITED**

**Shradha Handa
(Company Secretary)
M. No. 62580
Place: Kolkata
Date: 14th August, 2023**

NOTES:

1.The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 with respect to special businesses as set out in item no 4, is annexed hereto. Further additional information pursuant to the aforesaid provisions in respect of appointment or re-appointment as above at the 40th Annual General Meeting are made part of their respective explanatory statements.

2.A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM/HER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED, DULY COMPLETED AND SIGNED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ATTACHED HEREWITH.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRING VOTING RIGHTS. A PROXY SO APPOINTED SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The Register of Members and Share Transfer Books shall remain closed from **25th September, 2023 to 30th September, 2023** (both days inclusive).

5. Corporate members intending to attend the meeting are requested to send to the company a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the meeting.

6. All documents referred to in the notice and the annexure to the notice shall be open for inspection at the registered office of the company during office hours on all working days, except Saturdays, between 11.00 A.M to 1.00 P.M. up to the date of the 40th Annual General Meeting of the company.

7. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

8. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos for easy identification of attendance at the meeting..

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.

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.

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 demataccount(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. To support the “Green Initiative” Members who have not yet registered their email addresses are requested to register the same with their DP’s in case the shares are held by them in electronic form and with M/s Maheshwari Datamatics Private Limited in case the shares are held by them in physical form. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the Annual General Meeting along with the Annual Report for the year 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

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 Participants

17. 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 National Securities Depository Limited (NSDL).
- 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.** In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at rgfcapitalmarkets.com. The Notice can also be accessed from the websites of the Stock Exchanges

i.e. BSE Limited and CSE Limited at www.bseindia.com and www.cseindia.com respectively. The AGM Notice is also disseminated on the website of NSDL: <https://www.evoting.nsdl.com/>

18.The E-voting period commences on **September 27, 2023 from 9.00 a. m to September 29,2023 till 5.00 p. m.** During this period Shareholders of the company holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. September 23, 2023**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the facility will be blocked forthwith

19.The voting rights of members shall be in proportion to their shares of the total paid up equity share capital of the company as on the cut-off date (i.e. September 23, 2023.)

20.The members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again or change it subsequently.

21.Only those members, whose names are recorded in the Register of Members maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Poll/Ballot paper.

22.Mr. Anurag Fatehpuria, Practicing Company Secretary (Membership No: 34471 and Cop No: 12855) has been appointed as a Scrutinizer to scrutinize the e-voting process and voting at the AGM in a fair and a transparent manner. The scrutinizer will submit, not later than 2 working days of the conclusion of the AGM, a consolidated Scrutinizers 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.

25.The scrutinizer shall after the conclusion of the voting at the meeting, will first count the votes cast at the meeting, and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the company.

26.The results declared, along with the Scrutinizers Report shall be placed on the Company's website www.rgfcapitalmarkets.com and on the website of NSDL after the declaration of the results by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the stock Exchanges where the shares of the company are listed.

27.The route map showing directions to reach the venue of the Meeting, is annexed.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is

	<p>available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :