

RGF CAPITAL MARKETS LIMITED

Regd. Office: 14, N.S. Road, 2nd Floor, Kolkata – 700001

CIN: L67120WB1983PLC036113

Phone: 033-40055190

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

INFORMATION MEMORANDUM AS PER PART E OF SCHEDULE VI OF SEBI (ICDR) REGULATIONS, 2018

For revocation of suspension of trading of 15,00,24,000 equity shares of face value of Re. 1/- each of RGF Capital Markets Limited

Name of the Company	RGF Capital Markets Limited
Registered Office	14, 2nd Floor, N.S. Road, Kolkata, West Bengal, 700001
E-mail Id	rgfcapital@gmail.com ; rgfcapitalmarket@gmail.com
Website	www.rgfcapitalmarkets.in
CIN	L67120WB1983PLC036113
Compliance Officer & Company Secretary	Shradha Handa

GENERAL RISK

Investment in equity and equity-related securities involve a degree of risk and investors should not invest in the equity shares of RGF Capital Markets Limited unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in the RGF Capital Markets Limited. For taking an investment decision, investors must rely on their own examination of the Company including the risks involved.

PROMOTERS OF OUR COMPANY

Sr. No.	Name of Promoters/ Promoter Group	Category
1	Sagar Mal Nahata	Promoter
2	Sharp Investments Ltd	Promoter group
3	Caravan Vyapaar Pvt Ltd	Promoter group
4	Buddleia Traders Pvt Ltd	Promoter group
5	Synosy Automotive Pvt Ltd	Promoter group
6	Mission Vyapaar Pvt Ltd	Promoter group
7	Fortune Vyapaar Pvt Ltd	Promoter group

BUSINESS OVERVIEW

RGF Capital Markets Limited was incorporated as Public Limited Company on April 4th, 1983 and obtained the certificate of Commencement of Business on April 4th, 1983. Our Company came out with Public Issue during the year 2015 and got its share listed on BSE Limited. Keeping in view the growth story of NBFC sector, the Company had applied to Reserve Bank of India for obtaining Certificate of registration for carrying on NBFC Business and it was registered with Reserve Bank of India as NBFC vide registration

certificate no 05.00255. The Company is engaged in the Business of financing and Investments.

Business Operation:

Under this segment the Company is providing various financial solutions such as:

- Advancing loans against listed shares, securities and properties
- Margin funding
- Corporate Loans
- Personal Loans
- Trading in Shares & Securities
- Trade financing, etc

Services Provided by the company:

Presently our Company provides a spectrum of services to various clients in the following verticals:

- **Working capital loans:** Our Company also provides an easy solution for working capital financing. Most small business would qualify for a business cash advance that can sufficiently meet their requirements for working capital financing.
- **Loan against property:** We offer loan against various type of properties to the customers the maximum tenure of loan and the interest rate depends upon specific case and is decided in accordance with prevailing government policies. We offer competitive processing fees and easy repayment options for the loan granted. The documentation process is also easy and in compliance with the government norms.
- **Margin funding and loan against approved securities:** Our Company also offers shares to individuals and corporate entities.

SWOT Analysis

<u>Strengths:</u> <ul style="list-style-type: none">✓ Experienced Management Team✓ Robust and Scalable Business Model✓ Strong Marketing and Distribution Network	<u>Weakness:</u> <ul style="list-style-type: none">✓ Volatile Business environment✓ Limited Geographical Reach✓ Increased regulatory coverage
<u>Strengths:</u> <ul style="list-style-type: none">✓ Huge growth potential✓ Potential to provide other Value Added Services✓ Large untapped market, both rural and urban and also geographically	<u>Threats:</u> <ul style="list-style-type: none">✓ Increased Competition from Local & Big Players✓ Change in Government Policies✓ Significant slowdown in the economy affecting the various segments of NBFC, Deterioration of asset quality and rising levels of NPA.

Future Outlook:

Opportunities available in the Industry:

- **Large Market:** The Players in the NBFG sector still have a lot of Scope to cover large market and the rural market 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 the segment apart from corporate clients.

BOARD OF DIRECTORS

Name, PAN and DIN of Directors and KMP Details

Sr. No.	Name of Directors and address	Designation	DIN	PAN	Experience (in 20-30 words)
1	Mr. Sagar Mal Nahata	Managing Director- Chairperson CFO(KMP)	00307611		He is the M.D of the company and a Chartered accountant having experience of more than 40 years
2	Mr. Sujit Kumar Panda	Non-Executive - Non-Independent Director	06873319		He is associated with the company for more 15 years having experience in matters related to SEBI
3	Mr. Sandip Kumar BEJ	Non-Executive - Independent Director	02738193		Mr. Sandip is an expert in the field of accounts and guides the company in taking financial decisions
4	Mrs. Malti Jaiswal	Non-Executive - Independent Director	08852633		Mrs. Malti has experience of over 10 years in the field of corporate law, and matters related to ROC
5	Mr. Ajay Pratap Singh	Non-Executive - Independent Director	06873486		Mr. Ajay Pratap Singh is an expert in the field of taxation having experience of more than 20 years
6	Ms. Rishi Kant Tiwari	Non-Executive - Non-Independent Director	08029578		Mr. Rishi Tiwari has an expertise in matters related to accounts and taxation and guides the company in matters incidental thereto
7	Shradha Handa	Company Secretary	-	AFCPH4715E	Company Secretary and Compliance officer of the company

CAPITAL EVOLUTION

Security Description	Date of allotment	No. of securities	Issue price		Consideration	Type of Allotment
			Nominal Value	Premium		
Fill In	Fill In	Fill In	Fill In	Fill In	Fill In	Fill In
EQUITY	Incorporation	700	10/-		7000	Subscriber to the memorandum
EQUITY	12.09.1983	46800	10/-		468000	Public issue
EQUITY	19.11.1983	200000	10/-		2000000	Public issue
EQUITY	19.12.1994	750000	10/-		7500000	Amalgamation
EQUITY	11.09.1996	4004900	10/-		40049000	Public issue
EQUITY	31.07.2014	10000000	10/-		100000000	Amalgamation
EQUITY	20.04.2012	150024000	1/-		150024000	Sub-division of shares having face value of Rs.10/- to face value of Rs.1/-

SHAREHOLDING PATTERN AS ON MARCH 31, 2022

S. No.	Particulars	Number of Shares	% Holding
1	Promoter and Promoter Group	3,74,69,556	24.98
2	Public	11,25,54,444	75.02
	TOTAL	15,00,24,000	100

*The Shares held by the promoter and promoter group is in demat form

FINANCIAL POSITION FOR LAST 3 FINANCIAL YEARS (STANDALONE)

Particulars	Rs. in lacs		
	31-03-2020	31-03-2021	31-03-2022
Total Income from Operations (net)	0.00	5.40	11.20
Net profit / (loss) before tax and extraordinary items	0.00	-10.60	-5.10
Net profit / (loss) after tax and extraordinary items	-26.80	-10.60	-5.10
Equity Share Capital	1500.24	1500.24	1500.24
Reserves and Surplus	97.99	108.64	113.70
Networth	1402.25	1391.60	1386.54
Basic Earnings per share	0	0	0
Diluted Earnings per share	0	0	0
Return on Networth	0.92	0.93	0.93
Net asset Value per share	1.00	1.00	1.00

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- A. Total Number of outstanding litigation against the Company and amount involved: NIL
- B. Brief details of top 5 material outstanding litigation against the Company and amount involved: NIL
- C. Regulatory Action if any – disciplinary action taken by SEBI or stock Exchanges against the promoters in last 5 years including outstanding action, if any: NOT APPLICABLE
- D. Brief Details of outstanding Criminal proceedings against promoters: NIL

DECLARATION BY THE COMPANY

I Sagar Mal Nahata, Managing Director of the Company hereby declare that all relevant provisions of the Companies Act, 2013, and the guidelines/regulations issued by the Government of India or the guidelines / regulations issued by the Securities Exchange Board of India, established under section 3 Securities Exchange Board of India Act, 1992, as the case may be have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 2013, The Securities Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under as the case may be. We further certify that all statements in this Information Memorandum are true and correct.

For RGF Capital Markets Limited

Sagar Mal Nahata
Managing Director
DIN: 00307611