RADHAGOBIND COMMERCIAL LIMITED

(Formerly Known as Tejmangal Commercial Company Limited)

CIN- L51909WB1981PLC033680

40, METCALFE STREET, ROOM NO. 339, KOLKATA – 700 013
Phone No. (033) 64585001
Website: www.radhagobindcommercial.com
Email: radhagobindcommercialltd@gmail.com

Notice is hereby given that the **Thirty Fourth** Annual General Meeting of the members of M/s Radhagobind commercial Limited will be held on Thursday The 20th Day of August 2015 at 11.30 AM at the registered office of the Company at 40, Metcalfe Street, 3rd Floor, Room No. 339, Kolkata-700013, to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2015, including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.

2. To appoint a Director in place of Mr Santanu Chakraborty (DIN: 01691120), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

3. To appoint Auditors and to fix their remuneration and in this regard 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 Sections 139(9) and 142(1) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under, the appointment of M/s. Ashok Kumar Natwarlal & Co., Chartered Accountants (Registration No. 322307E) in the 33rd Annual General Meeting until 36th Annual General Meeting is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, with such remuneration as may be decided by the Board of Directors of the Company."

Special Business

4. Confirmation of Appointment of Mrs Payel Chakraborty (DIN 07156008)

To pass with or without modification(s), the following resolution as O**rdinary Resolution:**

"RESOLVED THAT Mrs. Payel Chakraborty who is appointed as the additional director of the company by the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual general Meeting and in respect of whom the company has received a notice in writing from the member proposing her candidature for the office of director under Section 160 of the Companies Act, is hereby appointed as director of the Company."

5. Appointment of Mrs. Payel Chakraborty as Non Executive Professional Director of the Company

To pass with or without modification(s), the following resolution as O**rdinary Resolution:**

"Resolved that, pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, and the Rules made there under read with Schedule IV to the Companies Act, 2013, approval be and is hereby given to the appointment of Mrs Payel Chakraborty (DIN 07156008) as an Non Executive Professional Director of the Company who is liable to retire by rotation at the Annual General Meeting."

6. Appointment of Mr. Pratik Jain as Independent Director

To pass with or without modification(s), the following resolution as **Ordinary Resolution:**

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"Resolved that, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, approval be and is hereby given to the appointment of Mr. Pratik Jain (DIN: 06867126) as an Independent Director of the Company up to 15th December 2019."

By Order of the Board of Directors

For Radhagobind Commercial Limited
Santanu Chakraborty
Director
July 01, 2015
Registered Office:
40, Metcalfe Street, 3rd Floor,
Room No. 339, Kolkata-700013
CIN: L51909WB1981PLC033680
E-mail: radhagobindcommercialltd@gmail.com

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Businesses to be transacted at the Meeting is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HER-SELF AND THE PROXY NEED NOT BE A MEMBER.** Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than 50 (fifty) Members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

   Proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the company not less than 48 hours before the time for holding the meeting.

3. 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.

4. For the convenience of members and for proper conduct of the meeting**, *entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.***

   Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.

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

5. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.

6. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.

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7. The Register of Members and Share Transfer Books of the Company shall remain closed from **Friday August 14, 2015 to Thursday August 20, 2015** (both days inclusive) for the purpose of Annual General Meeting.

8. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice and also in the section on Corporate Governance.

9. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.

   Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

10. The Notice of the AGM along with the Annual Report for 2014-15 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website **www.radhagobindcommercial.com** for download by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred email address. Members holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at **radhagobindcommercialltd@gmail.com**.

11. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). 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 can submit their PAN details to the Company / RTA.

12. **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 Clause 35B of the Listing Agreement, 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.

III. 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.

IV. The remote e-voting period commences on **17th August, 2015 (9:00 am)** and ends on **19th August, 2015 (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 13th August 2015**, may cast

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their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Radhagobind Commercial Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are 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, to the Scrutinizer through **e-mail to evoting.pdrandar@outlook.com with a copy marked to evoting@nsdl.co.in**

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

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VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 13th August , 2015.**

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 13th August, 2015** may obtain the login ID and password by sending a request at **evoting@nsdl.co.in or radhagobindcommercialltd@gmail.com.**

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.**

XIII. M/S. P D Randar and Co., Practicing Chartered Accountants having Firm Registration No. 319295E of 13 Ganesh Chandra Avenue, 2nd Floor, Kolkata-700013 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general 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 not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.radhagobindcommercial.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to The Calcutta Stock Exchange Limited.

13. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

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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. 4 and 5: Appointment of Mrs Payel Chakraborty as Non Executive Professional Director

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs Payel Chakraborty as an Additional Directors of the Company with effect from 21st April 2015.

In terms of the provisions of Section 161(1) of the Act, Mrs. Payel Chakraborty would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from member(s) along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Anny Jain for the office of Director of the Company.

Mrs. Payel Chakraborty is not disqualified from being appointed as a Directors in terms of Section 164 of the Act and has given their consent to act as a Director.

Mrs. Payel Chakraborty possess appropriate skills, experience and knowledge.

Brief resume of Mrs. Payel Chakraborty names of companies in which she hold directorships and memberships/chairmanships of Board Committees and shareholding as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view their expertise and knowledge, it will be in the interest of the Company that Mrs. Payel Chakraborty is appointed as director of the Company.

Save and except Mrs. Payel Chakraborty and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 4 and 5 of the Notice, which pertain to their respective appointments.

The Board recommends Ordinary Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the shareholders.

Item No. 6: Appointment of Mr. Pratik Jain as an Independent Director

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Pratik Jain as an additional Director for the ensuing Annual General Meeting.

In terms of the provisions of Section 161(1) of the Act, Mr. Pratik Jain would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from member(s) alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Pratik Jain for the office of Director of the Company.

Mr. Pratik Jain is not disqualified from being appointed as a Directors in terms of Section 164 of the Act and has given their consent to act as a Director.

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As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

Mr. Pratik Jain possess appropriate skills, experience and knowledge.

In the opinion of the Board, Mr. Pratik Jain fulfil the conditions for their appointment as an Independent Directors as specified in the Act and the Listing Agreement. Mr. Pratik Jain are independent of the management.

Brief resume of Mr. Pratik Jain and name of companies in which he hold directorships and memberships/chairmanships of Board Committees and shareholding as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view their expertise and knowledge, it will be in the interest of the Company that Mr. Pratik Jain is appointed as Independent Directors.

Copy of the draft letters for appointment of Mr. Pratik Jain as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Pratik Jain and his relatives, to the extent of his shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 6 of the Notice, which pertain to their respective appointments.

The Board recommends Ordinary Resolutions set out at Item Nos. 6 of the Notice for approval by the shareholders.

By Order of the Board of Directors
For, Radhagobind Commercia lLimited

Santanu Chakraborty
Director
July 01, 2015
Registered Office:
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Details of Director seeking appointment/re-appointment at Annual General Meeting

Name	:	Mr. Santanu Chakraborty
Date of Birth	:	06/03/1983
Date of Appointment	:	30/06/2011
Qualifications	:	B.com
Expertise in specific functional areas	:	Finance
Directorships held in other companies (excluding foreign companies)	:	Acture Tradelink Limited Omega Vanijya Pvt Ltd Veer Multicomplex Pvt Ltd Response Infraprojects Pvt Ltd Dayanidhi Tradelink Pvt Ltd Topstar Infrastructure Pvt Ltd Radhashree Finance Limited Raincoat Tradelink Limited Treecom Dealtrade Limited Everstrong Tracom Limited Saturn Viniyog Pvt Ltd Tejmangal Dealtrade Limited Scarper Infratech Limited Radico Services Pvt Ltd
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Grievance Committee)	:	
Number of shares held in the Company	:	9860

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Details of Director seeking appointment/re-appointment at Annual General Meeting

Name	:	Mr. Pratik Jain
Date of Birth	:	05/03/1986
Date of Appointment	:	16/12/2014
Qualifications	:	MBA
Expertise in specific functional areas	:	Finance
Directorships held in other companies (excluding foreign companies)	:	Scarper Infratech Limited
		Dayanidhi Tradelink Private Limited
		Neminath Suppliers Limited
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Grievance Committee)	:	NIL
Number of shares held in the Company	:	NIL

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Details of Director seeking appointment/re-appointment at Annual General Meeting

Name	:	Mrs. Payel Chakraborty
Date of Birth	:	18/08/1989
Date of Appointment	:	21/04/2015
Qualifications	:	B.com
Expertise in specific functional areas	:	Finance
Directorships held in other companies (excluding foreign companies)	:	Radhashree Finance Limited
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Grievance Committee)	:	NIL
Number of shares held in the Company	:	NIL