

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: radhagobindcommercialtd@gmail.com

Notice is hereby given that the **Thirty Eighth** Annual General Meeting of the members of M/s Radhagobind commercial Limited will be held on Friday, the 27th Day of September, 2019 at 2.30 PM 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, 2019, including the audited Balance Sheet as at 31st March, 2019, 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.

Special Business:

3. **Appointment of Mr. Saswata Sundar Laga (DIN:08531909) as an Independent Director:**
To consider and if thought fit, to pass with or without modification the following resolution as Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Saswata Sundar Laga (DIN:08531909), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from August 9, 2019 in terms of Section 161 of the Companies Act, 2013, and who is entitled to hold office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 years to hold office as such from August 9, 2019 to August 8, 2024, and that he shall not be liable to retire by rotation".

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary proper or expedient to give effect to this resolution."

4. **Appointment of Mr. Aweek Bhattacharya (DIN: 07823618) as an Independent Director:**

To consider and if thought fit, to pass with or without modification the following resolution as Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Aweek Bhattacharya (DIN: 07823618), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from August 9, 2019 in terms of Section 161 of the Companies Act, 2013, and who is entitled to hold office up to the date of ensuing Annual General Meeting, and in respect of

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whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 years to hold office as such from August 9, 2019 to August 8, 2024, and that he shall not be liable to retire by rotation”.

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary proper or expedient to give effect to this resolution.”

5. Appointment of Ms. Ankita Halder (DIN: 08161695) as a Non-Executive Director

To consider and if thought fit, to pass with or without modification the following resolution as **Ordinary resolution**:

“**RESOLVED THAT** Ms. Ankita Halder (DIN: 08161695), who was appointed by the Board of Directors and based on the recommendation of the Nomination and Remuneration Committee as an Additional Director of the Company with effect from June 24, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company, being eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Non Executive Director of the Company, liable to retire by rotation.”

FURTHER RESOLVED THAT any one of the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary proper or expedient to give effect to this resolution.”

6. Appointment of Mr. Nilanjan Basu (03506867) as a whole-time Director

To consider and if thought fit, to pass with or without modification the following resolution as **Ordinary resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Nilanjan Basu (DIN:03506867) as Whole-Time Director of the Company and is liable to retire by rotation for a period of 3 years with effect from w.e.f. 24.06.2019 to 24.06.2022, upon the following terms and conditions and remuneration.

(A) SALARY: Rs 40000 per month.

(B) PERQUISITES:

Category A:

1. Medical Reimbursement for self and family as per the rules of the Company.
2. Leave Travel Assistance as per the rules of the Company.

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Category B:

1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
2. Encashment of leave as per the rules of the Company.

Category C:

1. Car, telephone at residence and mobile phone for use on Company's business.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter, modify or vary the terms and conditions, including remuneration as approved above, in such manner as may be agreed to between the Board and Mr. Nilanjan Basu.

RESOLVED FURTHER THAT the remunerations as approved hereby shall be paid to Mr. Nilanjan Basu as a minimum remuneration subject to the limits specified under Section II of Part II of the Schedule V to the Act or such other limit as may be prescribed by the Central Government from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

By Order of the Board of Directors

For Radhagobind Commercial Limited



Puja Shaw

Company Secretary

August 23, 2019

Registered Office:

40, Metcalfe Street, 3rd Floor,

Room No. 339, Kolkata-700013

CIN: L51909WB1981PLC033680

E-mail: radhagobindcommercialltd@gmail.com

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. The relevant details as required under applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchange and Secretarial Standard 2 as issued by Institute of Company Secretaries of India of persons seeking appointment as Directors under Item Nos. 3,4,5,6 of the Notice are also formed part of this notice.

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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.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday September 21st, 2019 to Friday September 27th, 2019** (both days inclusive) for the purpose of Annual General Meeting.
8. 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.

9. The Notice of the AGM along with the Annual Report for 2018-19 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

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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 radhagobindcommercialtd@gmail.com.

10. 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.

11. 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 (including any statutory modifications and re-enactment thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 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.
- 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 **24th September, 2019 (09:00 am)** and ends on **26th September, 2019 (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 20th September, 2019**, may cast 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; "RCL_AGM_NOTICE.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/>

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(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 mayur@alpassociates.in 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.

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 20th September, 2019.**

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. 21st September, 2019** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or radhagobindcommercialtd@gmail.com.

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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. Mr. Mayur Agarwal, Practicing Chartered Accountant having Membership No. 302458 of 4 Ganesh Chandra Avenue, 7th 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 Stock exchanges where the securities of the Company are listed.
12. 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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Details of Director seeking appointment/re-appointment at Annual General Meeting

Name	Santanu Chakraborty	Saswata Sundar Laga	Aveek Bhattacharya	Ankita Halder	Nilanjan Basu
DIN	01691120	08531909	07823618	08161695	03506867
Date of Birth	06/03/1983	02/10/1982	24/06/1972	28/11/1995	24/03/1983
Date of Appointment	30/06/2011	09/08/2019	09/08/2019	24/06/2019	24/06/2019
Age	35 years	36 years	47 years	24 years	36 years
Qualifications	B.Com Graduate	M.Tech	B.Tech, MBA	B. Tech	MBA
Expertise in specific functional areas	Administration	Technology	Finance & Marketing	Management	Production & Marketing
Number of Meetings of the Board attended during the year	7	Nil	Nil	Nil	Nil
Relationship with Directors	Nil	Nil	Nil	Nil	Nil
Directorships held in other companies (excluding foreign companies)	1.Radhashree Finance Limited 2. Response Infraprojects Pvt Ltd 3.Dayanidhi Tradelink Private Ltd 4.Neminath suppliers Limited 5.Everstrong Tracom Ltd 6.Scarper Infratech Limited 7. Visionary polyproducts Private Ltd	Nil	Nil	1. Radhagobind Commercial Limited 2. Multiple Hotels Pvt Ltd 3. Camellia Asset Reconstruction Private Limited	1. Radhagobind Commercial Limited. 2. Narayan Kar & Associates Pvt Ltd. 3.Camellia Production Pvt Ltd 4.Sumangal Tradelink Pvt Ltd. 5.Camellia Cement Industries Pvt Ltd 6.Spandan Finvest Nidhi Limited 7.Camellia Infrastructure Limited 8.Multiple Structure Pvt Ltd. 9.Camellia Syscom & Technologies Pvt Ltd 10.Multiple Dwellers Pvt Ltd.
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Grievance Committee)	Nil	Nil	Nil	Nil	Nil
Number of shares held in the Company	Nil	Nil	Nil	Nil	Nil
Terms and Conditions of	Being eligible to	As per	As per	As per	As per resolution no 6 of the

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appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn	retire by rotation and shall not be entitled to any remuneration except sitting fee, if any.	resolution no 3 of the Notice convening this meeting read with explanatory statement thereto.	resolution no 4 of the Notice convening this meeting read with explanatory statement thereto.	resolution no 5 of the Notice convening this meeting read with explanatory statement thereto.	Notice convening this meeting read with explanatory statement thereto.
Justification for choosing the appointees for appointment as Independent Directors	NA	Considering his experience in Technical fields.	Considering his experience in Finance & Marketing	NA	NA

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

ITEM No.3.

Mr. Saswata Sundar Laga (DIN – 08531909) has been appointed as an Additional Directors (Independent) of the Company w.e.f. August 9, 2019.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Saswata Sundar Laga (DIN – 08531909) will hold office up to the date of the ensuing AGM. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from members proposing the candidature of Mr. Saswata Sundar Laga (DIN – 08531909) for the office of Independent Directors.

The Company has received from Mr. Saswata Sundar Laga (DIN – 08531909) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The directorship held by the proposed appointee is within the limits prescribed under the Act and Regulation 25 of the Listing Regulations.

Mr. Saswata Sundar Laga, aged 36 years, is a Master in Technology. He is having varied experience in Technology and logistics. He is having experience of more than 5 years in these fields. In the opinion of the Board of Directors, Mr. Mr. Saswata Sundar Laga who is proposed to be appointed as an Independent Director for a term of 5 years, fulfills the conditions specified in the Act and Rules made thereunder.

The Board considers that Mr. Mr. Saswata Sundar Laga's association as an Independent Director would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

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A copy of the draft letter of reappointment, setting out the terms and conditions of appointment of Mr. Mr. Saswata Sundar Laga, is available for inspection, without any fee, by the members at the Company's registered office during business hours on all working days up to the date of the AGM.

The resolution seeking approval of members for the appointment of Mr. Mr. Saswata Sundar Laga as an Independent Director of the Company is included in the Notice of AGM. He shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 3 of the Notice.

The Board recommends the resolutions set forth in the Item No. 3 of the Notice for approval of the members.

ITEM No. 4.

Mr. Aveek Bhattacharya (DIN – 07823618) has been appointed as an Additional Directors (Independent) of the Company w.e.f. August 9, 2019.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Aveek Bhattacharya (DIN – 07823618) will hold office up to the date of the ensuing AGM. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from members proposing the candidature of Mr. Aveek Bhattacharya (DIN – 07823618) for the office of Independent Directors.

The Company has received from Mr. Aveek Bhattacharya (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The directorship held by the proposed appointee is within the limits prescribed under the Act and Regulation 25 of the Listing Regulations.

Mr. Mr. Aveek Bhattacharya, aged 47 years, is a B.Tech graduate and Master in Business Administration. He is having varied experience in Finance & Marketing. He is having experience of more than 10 years experience in these fields. In the opinion of the Board of Directors, Mr. Mr. Aveek Bhattacharya who is proposed to be appointed as an Independent Director for a term of 5 years, fulfills the conditions specified in the Act and Rules made thereunder.

The Board considers that Mr. Mr. Aveek Bhattacharya's association as an Independent Director would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

A copy of the draft letter of reappointment, setting out the terms and conditions of appointment of Mr. Aveek Bhattacharya, is available for inspection, without any fee, by the members at the Company's registered office during business hours on all working days up to the date of the AGM.

The resolution seeking approval of members for the appointment of Mr. Mr. Aveek Bhattacharya an Independent Director of the Company is included in the Notice of AGM. He shall not be liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in resolutions set out respectively at Item No. 4 of the Notice.