

# **RADHAGOBIND COMMERCIAL LIMITED**

## **(Formerly Known as Tejmangal Commercial Company Limited)**

(CIN-L51909WB1981PLC033680) : (Listed in BSE & CSE)

Registered Office: 40, Metcalfe Street, 3<sup>rd</sup> Floor, Room No. 339, Kolkata-700013: Phone No.: (033) 6458-5001  
Corporate Office: 30, Durgapur Lane, Ground Floor, Alipore, Kolkata-700027 Mobile: 92501-20058 & 91491-12971  
Website: [www.radhagobindcommercial.com](http://www.radhagobindcommercial.com) e-mail: [radhagobindcommercialtd@gmail.com](mailto:radhagobindcommercialtd@gmail.com)

### **DIRECTORS REPORT TO THE SHARE HOLDERS**

Your Directors have pleasure in presenting their report together with the audited Balance sheet as at 31<sup>st</sup> March 2022 and Statement of Profit & Loss for the year ended on that date.

#### **Financial Results**

S. No.	Particulars	2021-2022	2020-2021
1.	Revenue from Operations and Other Income	3,56,660	(12,42,439.34)
2.	Profit Before Interest and Depreciation	(10,34,567)	(19,23,290.64)
3	Finance Cost	Nil	5,178
4	Depreciation and Amortization	600	623.32
5	Profit Before Tax	(10,35,167)	(19,29,091.96)
6	Provision for Tax	Nil	Nil
7	Short Provision for Income Tax	Nil	Nil
8	Deferred Tax Liability Written Back	Nil	Nil
9	Profit After tax	(10,35,167)	(19,29,091.96)
10	Profit on Disposal of Subsidiary	Nil	Nil
11	<b>Other Comprehensive Income</b> Items that will not be reclassified subsequently to profit or loss	Nil	Nil
12	Proposed Dividend on Equity Shares	Nil	Nil
13	Balance Brought forward from Balance Sheet	14,69,648.17	33,98,740.13
14	Balance carried forward to Balance Sheet	4,34,481	14,69,648.17

#### **2.1.1 Company's Performance**

Gross Income increased by 128.70% and stood at Rs. 3,566.60 hundred (FY 2020-21: Rs. (12,424.30) hundred). The Company's Profit Before Tax was Rs. (10,351.67) hundred (FY 2020-21: Rs. (19,290.92) hundred) and the Profit After Tax changed from Rs. (10,351.67) hundred (FY 2020-21: Rs. (19,290.92) hundred).

#### **3. SHARE CAPITAL**

The Issued, Subscribed and Paid-up Share Capital of the Company as on March 31, 2022 was Rs. 1,44,00,000 consisting of 14,40,000 shares of Rs. 10/- each.

#### **4. Dividend**

In order to conserve resources, the Board does not recommend payment of any Dividend on the Equity Shares for FY 2021-22.

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### **5. Transfer to Reserve**

The Company did not transfer any amount to General Reserve.

### **6. Subsidiaries**

There are no subsidiaries or associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013.

### **7. Information on Material Changes And Commitments**

There are no material changes or commitments affecting the financial position of the Company which have occurred between March 31, 2022 and May 28, 2022, being the date of this Report.

### **8. Directors and KMP**

Re-appointments:- As per the provisions of the Companies Act, 2013 no director of the Company retires by rotation at the ensuing Annual General Meeting and eligible for re-appointment as at present all the directors are additional directors who all will be regularized in the coming Annual General Meeting.

The Company has received necessary declarations from each independent Director under Section 149 (7) of the Companies Act, 2013 confirming that he meets the criteria of Independence laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligation and Disclosure requirements) Regulation 2015.

Mr. Niljan Basu ceased to be the Whole Time Director of the company at the Extraordinary General Meeting held on 25-10-2021 which was called upon the request of requisite members

Mrs. Ankita Halder ceased to be the Independent Director of the company at the Extraordinary General Meeting held on 25-10-2021 which was called upon the request of requisite members.

Mr. Saswata Sundar Laga ceased to be the Independent Director of the company at the Extraordinary General Meeting held on 25-10-2021 which was called upon the request of requisite members.

Mrs. Preeti Chaudhari was appointed as Whole Time Director of the company at the Extraordinary General Meeting held on 25-10-2021 which was called upon the request of requisite members and whose name was proposed by the members and same was approved by the shareholders/members in the Extra-ordinary General meeting held on 25/10/2021.

Mrs. Kusum Lata was appointed as Independent Director of the company at the Extraordinary General Meeting held on 25-10-2021 which was called upon the request of requisite members and whose name was proposed by the members and same was approved by the shareholders/members in the Extra-ordinary General meeting held on 25/10/2021.

Mr. Surender Pal Arora was appointed as Independent Director of the company at the Extraordinary General Meeting held on 25-10-2021 which was called upon the request of requisite members and whose name was proposed by the members and same was approved by the shareholders/members in the Extra-ordinary General meeting held on 25/10/2021.

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Mr. Vinay Somani resigned from the post of Company Secretary with effect from 18-12-2021. He has again joined the company as Company Secretary with effect from 31-03-2022.

Mr. Tanmoy Das resigned from the post of CFO with effect from 16-12-2021.

Mr. Sachin Kumar appointed as CFO with effect from 28-12-2021.

Mr. Thengunthara Sujesh has been appointed as Additional Independent Director of the company on 08-04-2022 who will be regularized in the next Annual General meeting.

Mr. Louis Jose has been appointed as Additional Independent Director of the company on 08-04-2022 who will be regularized in the next Annual General meeting.

Mrs. Leelamma Thenumkal Joseph has been appointed as Additional Non-executive Director of the company on 08-04-2022 who will be regularized in the next Annual General meeting.

Mr Santanu Chakraborty who was about to retire AGM held on 20-09-2021 but was not reappointed.

Pursuant to Provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mrs. Preeti Chaudhari, Whole Time Director, Mr. Sachin Tiwari, Chief Financial Officer and Mr. Vinay Somani, Company Secretary.

## **9. Evaluation of the Board, Its Committees and Individual Directors**

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Board has carried out an annual evaluation of its own performance and of the individual Directors as well as an evaluation of the working of all the Committees of the Board. The Board of Directors was assisted by the NRC. The performance evaluation was carried out by seeking inputs from all the Directors / Members of the Committees, as the case may be.

The Board of the Company followed the criteria as specified in the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India ("SEBI") for evaluating the performance of the Board as a whole, Committees of the Board, Individual Directors and the Chairman. The criteria for evaluation of the Board as a whole, inter alia, covered parameters such as Structure of the Board, Meetings of the Board, Functions of the Board and Board & Management. The criteria for evaluation of Individual Directors covered parameters such as knowledge and competency, fulfillment of functions, ability to function as a team, etc. The criteria for evaluation of the Board Committees covered areas related to mandate and composition, effectiveness of the Committee, structure of the Committee and meetings, etc.

The feedback of the Independent Directors on their review of the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairman of the Company and the assessment of the quality, quantity and timeliness of flow of information between the Company, the Management and the Board which was taken into consideration by the Board in carrying out the performance evaluation.



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## **10. Policy on Appointment of Directors and Remuneration Policy of The Company**

The Nomination and Remuneration Committee ("NRC") develops the competency requirements of the Board based on the industry and the strategy of the Company, conducts a gap analysis and recommends the reconstitution of the Board, as and when required. It also recommends to the Board, the appointment of Directors having good personal and professional reputation and conducts reference checks and due diligence of all Directors before recommending them to the Board. Besides the above, the NRC ensures that the new Directors are familiarised with the operations of the Company and endeavours to provide relevant training to the Directors.

In accordance with the provisions of Section 178 of the Act and the SEBI Listing Regulations, the Board of Directors have adopted a Policy on Board Diversity and Director Attributes and a Remuneration Policy.

The Policy on Board Diversity and Director Attributes has been framed to encourage diversity of thought, experience, knowledge, perspective, age and gender in the Board and to have in place, a transparent Board nomination process.

The Remuneration Policy for Directors, KMPs and all other employees is aligned to the philosophy on the commitment of fostering a culture of leadership with trust.

The Remuneration Policy aims to ensure that the level and composition of the remuneration of the Directors, Key Managerial Personnel and all other employees is reasonable and sufficient to attract, retain and motivate them to successfully run the Company.

Salient features of the Remuneration Policy, inter alia, includes:

- Remuneration in the form of Sitting Fees and Commission to be paid to Independent Directors and Non-Independent Non-Executive Directors, in accordance with the provisions of the Act and as recommended by the NRC;
- Remuneration to Managing Director / Executive Directors / Key Managerial Personnel and all other employees is reasonable and sufficient to attract, retain and motivate them to run the Company successfully and retain talented and qualified individuals suitable for their roles, in accordance with the defined terms of remuneration mix or composition; and
- No remuneration would be payable to Directors for services rendered in any other capacity unless the services are of a professional nature and the NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession and approval of the Central Government has been received, if required, for paying the same.

The Company has also adopted a 'Fit and Proper' Policy for ascertaining the 'fit and proper' criteria to be adopted at the time of appointment of directors and on a continuing basis. The Company has received the 'Fit and Proper' declarations from all the Directors of the Company in April 2022, which have been taken on record by the NRC.

## **11.Key Managerial Personnel**

Pursuant to Provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mrs. Preeti Chaudhari, Whole Time Director, Mr. Sachin Tiwari, Chief Financial Officer and Mr. Vinay Somani, Company Secretary

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## **12. Director Responsibility Statement**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors, including audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2021-22.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

a) in the preparation of the annual accounts, Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Rules, 2016, notified under Section 133 of the Companies Act, 2013 (the "Act"), other relevant provisions of the Act, guidelines issued by Regulators as applicable and other accounting principles generally accepted in India have been followed and that there are no material departures there from.

b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and cash flows of the Company for the year;

c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) they had prepared the annual accounts on a going concern basis;

e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively; and

f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

The Financial Statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Act.

There were Nil frauds reported by the Auditors under Section 143(12) of the Act. Companies Act, 2013, Directors of your Company hereby state and confirm that:

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## **13. Remuneration to the Directors/KMP**

Sr No.	Names	Designation	Remuneration in 2021-2022 (Amount in `)	Remuneration in 2020-21(Amount in `)
1	Mr. Nilanjan Basu (Removed as Whole Time Director on 25.10.2021)	Whole Time Director	1,20,000.00	-
2.	Mrs. Preeti Chaudhari (Appointed as Whole Time Director on 25.10.2021)	Whole Time Director	-	-
3.	Mr. Vinay Somani (Appointed as company secretary 24/07/2021 and resigned on 18.12.2021 and appointed on 31.03.2022)	Company Secretary(KMP)	70,568.00	-
4.	Tanmoy Das(Appointed on 11-11-2020 and resigned on 16.12.2021)	CFO (KMP)	85,162.00	45,000.00
5.	Puja Shaw (Resigned on 11.11.2020)	Company Secretary(KMP)	-	90,330
6.	Mr. Sachin Kumar(Appointed as CFO on 28.12.2021)	CFO (KMP)		

## **14. Deposits**

The Company did not hold any deposits at the beginning of the year nor has it accepted any deposits during the year under review.

## **15. Management Discussion and Analysis Report**

In terms of Regulations 34 of Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) Regulation 2015, the management Discussion and Analysis report is set out in this report.

## **16. Listing with Stock Exchanges**

The Company confirms that it has paid the Annual Listing Fees for the year 2021-2022 to BSE (Scrip Code 539673) where the Company's shares are listed and has not the any listing fees of Calcutta Stock Exchange for last 4 years.

## **17. Dematerialisation of shares**

100% of the Company's paid up Equity share Capital is in dematerialised form as on 31/03/2022. The Company's registrar are M/s Niche Technologies Private Limited having their registered office at 3A Auckland Road, 7<sup>th</sup> Floor, Kolkata 700017..



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## **18. Number of Board Meetings**

The Board of Directors duly met six times during the financial year from 1st April, 2021 to 31st March, 2022. The maximum Interval between any two Meetings did not exceed 120 Days as prescribed in Companies Act, 2013.

## **19. Significant and Material Orders**

During the period under review, there were no significant or material orders passed by any regulator or court or tribunal impacting the going concern status and Company's operations in future.

## **20. Internal Financial Control and its adequacy**

The detail in respect of Internal Financial Control and their adequacy are included in the Management and Discussion Analysis report which forms part of the financial Statements.

## **21. Audit Committee**

The details pertaining to Composition of Audit Committee are included in Corporate Governance Report which forms part of this report.

## **22. Auditors:**

### **Statutory Auditors:-**

At the Annual General Meeting held on September 23, 2017 the Auditors M/s J.P. Lakhotia & Associates , Kolkata were appointed as Auditor of the Company to hold office till the conclusion of Annual General Meeting to be held in the calendar year 2022.

### **Secretarial Auditor and Secretarial Audit Report**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. BVR & Associates LLP, Company Secretaries in Practice, to undertake the Secretarial Audit of the Company for FY 2021-22. The Secretarial Audit Report, in the prescribed Form No. MR-3, is annexed as Annexure 'II'.

There were qualifications, reservations or adverse remarks or disclaimers made by M/s. M/s. BVR & Associates LLP in their Secretarial Audit Report dated September 05, 2022, on the Secretarial and other related records of the Company, for FY 2021-22 which the Board of Directors have given explanations as required.

### **Auditors's Certificate on Corporate Governance:-**

As required by SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the auditors' certificate on Corporate governance is enclosed as Annexure to the Board Report.

### **Auditor's Report and Secretarial Auditor's Report**

The Auditor's report and Secretarial Auditor's report does not contain any qualifications, reservations or adverse remark.

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## **23.Extracts of Annual Return**

The details forming part of the Extract of the Annual Return in form MGT-9 is appended as Annexure – 2.

## **24.Accounting Standards Followed By The Company**

The Financial Statements of the Company have been prepared in accordance with Ind AS, as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Act..

The Financial Statements have been prepared on an accrual basis under the historical cost convention. The Accounting Policies adopted in the preparation of the Financial

## **25.Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

Information required under Section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 is not applicable to the Company.

## **26. 12. Details Pertaining To Remuneration As Required Under Section 197(12) Of The Act Read With Rule 5 Of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014**

A Statement giving the details required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended March 31, 2022, is annexed as Annexure 'I'.(this is correct)

The details required under Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended March 31, 2022, are provided in a separate Annexure forming part of this Report. In terms of the first proviso to Section 136(1) of the Act, the Report and the Accounts, excluding the aforesaid Annexure, are being sent only through electronic mode to all the Members whose e-mail addresses are registered with the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary, at the Registered Office of the Company. None of the employees listed in the said Annexure is related to any Director of the Company.

## **27.Corporate Social Responsibility**

In terms of Section 135 and Schedule VII of the Companies Act, 2013, the Company does not fulfill the requirement of Net Worth, Turnover and Net Profit that invoke the provisions for Corporate Social Responsibility.

## **28.Vigil Mechanism**

The Company has established a Vigil Mechanism for its Directors and employees to report their concerns or grievances. The said mechanism, inter alia, encompasses the Whistle Blower Policy, the Fraud Risk Management Process, the mechanism for reporting of ethical concerns under the TCOC and the ABAC Policy and it provides for adequate safeguards against victimization of persons who use it.

Company's ABAC Policy and to the Chairman of the Company's Audit Committee / the Chief Ethics Counsellor under the Company's Whistle Blower Policy. Information regarding the mechanism and the channels for reporting concerns are communicated to the relevant stakeholders.



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## **29.Related Party Transactions**

The Company has adopted a Policy and a Framework on Related Party Transactions ("RPTs") for the purpose of identification, monitoring and approving such transactions in line with the requirements of the Act and the SEBI Listing Regulations. During the year under review, the RPT Policy had been amended to, inter alia, include the amendments of the SEBI Listing Regulations.

All the RPTs that were entered into during FY 2021-22, were in ordinary course of business and on an arm's length basis. There were no transactions requiring disclosure under Section 134(3)(h) of the Act. Hence, the prescribed Form AOC-2 does not form a part of this Annual Report.

The details of RPTs as required to be disclosed by Indian Accounting Standard – 24 on "Related Party Disclosures" specified under Section 133 of the Act, read with the Companies (Indian Accounting Rules Standards) Rules, 2015, are given in the Notes to the Financial Statements.

## **30. Secretarial Standards**

The Company is in compliance with SS – 1 i.e. Secretarial Standard on Meetings of the Board of Directors and SS – 2 i.e. Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India.

## **31.Disclosure Requirement**

As per Regulations 34 of the SEBI Listing Regulations, Business responsibility Report is not applicable for the company.

## **32.Disclosure under Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013**

The Company is committed to providing and promoting a safe and healthy work environment for all its employees. A 'Prevention of Sexual Harassment' Policy, which is in line with the statutory requirements, along with a structured reporting and redressal mechanism, including the constitution of Internal Complaints Committee in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the POSH Act"), is in place.

## **33.Shifting of Books of Accounts/Documents etc to Corporate office:**

The Books of Accounts, documents etc were shifted from registered office of the company to corporate office located at 30, Durgapur Lane, Ground Floor, Alipore, Kolkata-700027 vide resolution dated 16-12-2021.

## **34.Acknowledgement**

Directors deeply acknowledge the trust and confidence you have placed in the company. Director would also like to thank all its Banker, Customer, Vendors and Shareholders for their continued support to the Company. In specific, the Board would also record its sincere appreciation of the Commitment and Contribution made by all employees of the Company.

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## **35. Cautionary Note**

The statement forming part of Director's report may contain certain forward looking remarks within the meaning of applicable Securities Law and regulations. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

**Place: Kolkata**

**Date:- 30.05.2022**

**BY ORDER OF THE BOARD**

*Preeti*

**Preeti Chaudhari  
Whole Time Director  
DIN-09400278**