

# **RADHAGOBIND COMMERCIAL LIMITED**

**(Formerly Known as Tejmangal Commercial Company Limited)**  
**(CIN-L51909WB1981PLC033680) : (Listed in BSE & CSE)**

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Registered Office: 40, Metcalfe Street, 3<sup>rd</sup> Floor, Room No. 339, Kolkata-700013: Mobile No.7736100361

Corporate Office: 30, Durgapur Lane, Ground Floor, Alipore, Kolkata-700027

Website: [www.radhagobindcommercial.com](http://www.radhagobindcommercial.com) e-mail: [radhagobindcommercialtd@gmail.com](mailto:radhagobindcommercialtd@gmail.com)

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Date:- 10-02-2023

To,  
BSE Limited  
P J Towers  
Dalal Street  
Mumbai- 400001

To,  
CSE Limited  
7, Lyons Range,  
Kolkata- 700001

Ref:- Scrip Code 539673

Sir,

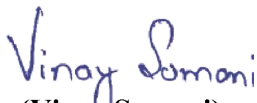
**Sub: Notice for convincing the Extraordinary General Meeting respectively.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we are submitting herewith the details regarding the convincing Extraordinary General Meeting of the company held on Monday, March 06, 2023.

Please acknowledge the same.

Thanking You

For Radhagobind Commercial Limited

  
(Vinay Somani)  
Company Secretary

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### **NOTICE**

Notice is hereby given that the Extraordinary General Meeting of the members of M/s Radhagobind Commercial Limited will be held on **Monday The 6th Day of March, 2023 at 01.00 PM** through Video Conferencing ("VC") / other Audio Visual Means ("OAVM"). In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. To transact the following businesses:

#### RESOLUTIONS:

- 1. Increase in authorized share capital of the company from Rs. 1,45,00,000/- (Rupees One crores Forty-five lakhs only) To Rs. 25,00,00,000/- (Rupees Twenty-five crores only):**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 61(1)(a) read with Companies (Share Capital and Debentures), Rules 2014 and other applicable provisions, if any of the Companies Act, 2013 and Rules frames there under (including any statutory modifications or amendments or re-enactment thereof for the time being in force), and para A, Part A of Schedule III of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the Memorandum and Article of association of the Company as amended from time to time, the Authorized Share capital of the Company be and is hereby increased **FROM** Rs. 1,45,00,000/- (Rupees One crores Forty-five lakhs only) divided into 14,50,000 (Fourteen Lakh Fifty Thousand) Equity shares of Rs. 10/- (Rupees Ten Only) each **TO** 25,00,00,000 (Rupees TwentyFive Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity shares of Rs. 10/- (Rupees Ten Only) each, ranking pari-passu in all respect with the existing Equity Shares of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all things, deeds, acts as may be necessary to give effect to this Resolution."

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### **2. Alteration in Clause V of the Memorandum of Association of the company:**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to provisions of section 13, section 61 (1) (a) and other applicable provisions if any of the Companies Act, 2013 and rules framed there under (including any statutory modifications or amendments or re-enactments thereof for the time being in force) the existing Clause V of Memorandum of Association (MOA) the Company, be substituted with the following new clause to read as under.

**“The Authorised Share Capital of the Company is Rs. 25, 00, 00,000/- [Rupees Twenty-Five Crores Only] divided into 2,50,00,000 (Two Crore fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each.”**

**“RESOLVED FURTHER THAT** the Board of director of the Company be and is hereby authorised to do all things, deeds acts as may be necessary to give effect to this Resolution”

### **3. Approval for Sub division/Split of value of equity shares of the Company:**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 61(1)(d) of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and also read with the Companies (Share Capital and Debenture) Rules, 2014 and also subject to applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and as per article 35 & 36 of the Article of Association of the Company and pursuant to recommendation made by the Board of Directors of the Company and subject to required approvals, consents and permissions from the competent authority as may be necessary in this connection, the Authorized Share Capital of the Company Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each, be and is hereby sub divided into 25,00,00,000 (Twenty-five Crore) equity shares of face value of Re. 1/- (Rupee One Only) each.”

**“RESOLVED FURTHER THAT** issued, subscribed and paid-up share capital of the company, comprising of 14,40,000 (Fourteen Lakh forty Thousand ) equity shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 1,44,00,000/- (Rupees One Crore Forty Four Lakhs Only), held by the shareholders of the Company as

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on the record date to be decided by the Board of Directors of the company, be sub divided into 1,44,00,000 (One Crore Forty four Lakhs ) equity shares of face value of Re. 1/- (Rupee One Only) each, aggregating to Rs. 1,44,00,000/- (Rupees One Crore Forty four Lakhs Only).”

“**RESOLVED FURTHER THAT** the effect of this resolution will be sub division of Share capital of the company without any change in the total capital of the Company.”

“**RESOLVED FURTHER THAT** the equity shares to be issued after sub division of face value of Shares shall be issued in the same mode as the members holding shares as on the record date to be decided for the same.”

“**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions for sub division of equity shares as the Board may in its absolute discretion deem fit.”

#### **4. Alteration in Clause V of the Memorandum of Association of the Company:**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Act and rules framed thereunder, as amended (including any statutory modifications or re-enactment thereof for the time being in force) and as a consequences of sub division of face value of equity shares of the Company, Clause V i.e. Capital Clause of the Memorandum of Association of the company be and is hereby substituted with the following clause:

“**The Authorized Share Capital of the company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 25,00,00,000 (Twenty-Five Crore) equity shares of Re. 1/- (Rupee One Only) each.**”

“**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do all such things, deeds, acts and other matters as may be necessary to give effect to the above resolution. By Order of the Board of Directors.”

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For **Radhagobind Commercial Limited**



**Vinay Somani**  
**(Company Secretary)**

FEBRUARY 10, 2023

Registered Office:

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Room No. 339, Kolkata-700013

CIN: L51909WB1981PLC033680

E-mail: [radhagobindcommercialtd@gmail.com](mailto:radhagobindcommercialtd@gmail.com)

## **NOTES**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules made thereunder setting out material facts and reasons for the proposed resolutions is annexed hereto.
2. Corporate Members intending to have their representatives attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature of the representative(s) authorized to attend and vote on their behalf at the Meeting.

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### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 1 & 2:**

Radhagobind Commercial Ltd is a small cap company with a tiny Paid Up Capital of Rs 1.44 Cr and an Authorized Capital of 1.45 Cr and struggling to exist without much business and income stream. The Board of Directors are confident of turning around the Co by bringing more capital either by preferential issue or by rights Issue.

Hence, Resolution No. 1 is proposed to be passed as an Ordinary Resolution to Increase the Authorised Share Capital of the Company from Rs. 1,45,00,000/- (Rupees One CroreForty Five lakhs Only) to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) and new shares, as and when issued, shall rank pari - passu with the existing shares.

Members are requested to pass the Resolution No. 1 as an Ordinary Resolution.

Further, Members are aware that the Clause V of the Memorandum of Association (MOA) contains the information about the Authorised Share Capital of the Company. Therefore, consequent upon increase in Authorised Share Capital, the Company is also required to amend the Clause V of the MOA of the Company.

Hence, the Resolution No. 2 is proposed to be passed as a Special Resolution to amend Clause V of the Memorandum of Association of the Company.

Members are requested to pass the above Resolution as an Ordinary Resolution and Special Resolution respectively.

None of the Directors or KMP of the Company or their relatives is interested in the said resolutions, except as shareholder of the Company.

Any documents referred to in the aforesaid Resolution at Item No. 1 & 2 are available for inspection for any member during normal business hours on any working day except Sunday

#### **Item No.3 & 4:**

As members are aware, our Capital base is small and our Shareholder base is also minuscule compared to other listed companies. (As on 31/12/22, we have only 937 shareholders). Since Company is planning to increase Paid Up capital, the Board of Directors is of the view that shares of lower face value is easy to market in case of preferential issue. Moreover our counter at BSE is very illiquid now.

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Face value split may be beneficial to our Company ;

- 1) To increase liquidity of shares at Stock Exchange.
- 2) To increase marketability of shares and
- 3) To increase much needed Shareholder Base of the Company

Therefore, Resolution No. 3 is proposed to be passed as an Ordinary Resolution to obtain approval of members of the Company for sub-division of nominal value of per share of the Company, from Rs. 10/- per share to Re. 1/- per share. It is also clarified that this resolution shall not have any effect on the total share capital of the Company.

Consequent to the sub division of face value of shares, it is also necessary to alter the Clause V of the Memorandum of Association of the Company, to indicate the sub division of Authorized share capital of the company. Therefore, Resolution No. 4 is proposed to be passed as a Special Resolution to amend the Clause V of the MOA of the Company.

None of the Directors or KMP of the Company or their relatives is interested in the said resolutions, except as shareholder of the Company.

Any documents referred to in the aforesaid Resolution at Item No. 3 & 4 are available for inspection for any member during normal business hours on any working day except Sunday.

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1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. 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 [www.radhagobindcommercial.com](http://www.radhagobindcommercial.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



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7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 2/2022 dated May 05, 2022.

### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on , 3<sup>rd</sup> March, 2023 at 09:00 A.M. and ends on 5<sup>th</sup> March, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 27<sup>th</sup> February, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 27<sup>th</sup> February, 2023.

#### **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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting</b>

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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 or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 <a href="https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com">https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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 or joining virtual meeting &amp; voting during the meeting.</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.

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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