

RADHAGOBIND COMMERCIAL LIMITED
(Formerly Known as Tejmangal Commercial Company Limited)
CIN- L51909WB1981PLC033680

40, METCALFE STREET, 3RD FLOOR, ROOM NO. 339, KOLKATA – 700 013
Phone No. (033) 64585001

Website: www.radhagobindcommercial.com
Email: radhagobindcommercialtd@gmail.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014)

Dear Member(s)

NOTICE is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013, as amended (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) (the “Rules”), that the company proposes to seek approval of the members for passing of the proposed resolution as appended below through postal Ballot. The Explanatory statement pursuant to Section 102 of the Act settling out the material facts for the proposed resolutions along with a postal ballot form and postage pre-paid envelope are annexed.

The Board of Directors of the Company at its meeting held on **12th May, 2015** has appointed **M/s P D Randar and Co. Practicing Chartered Accountants** having Firm Registration No. 319295E as scrutinizer for conducting the postal Ballot and e-voting process in a fair and transparent manner.

The Company in compliance with clause 35B of the listing agreement executed with stock Exchange (the “Stock Exchange”) and the provisions of Section 108 of the Act read with Rule 20 of the Rules, is pleased to provide the members with the facility to exercise their right to vote on the matters included in the postal ballot by electronic means i.e through e-voting services provided by National Securities Depository Limited (NSDL). Members desire to exercise their vote by using e-voting facility are requested to carefully read the notes/instructions for e-voting given in the notice and on the reserve of the postal Ballot form. Members desire to exercise their vote through physical postal Ballot form can send their assent (FOR) or dissent (AGAINST) in writing on the postal Ballot form attached herewith.

Members are requested to return the form duly completed and signed, in the attached self address business reply envelop so as to reach the Scrutinizer on or before the close of working hours i.e. **by 5.00 pm on Saturday 27th June, 2015.**

Please note that any postal Ballot received after the said date and time will be treated as not having been received.

The Scrutinizer will submit his report to the chairman or in the absence to any other Director of the Company after the completion of the Scrutiny of the postal Ballots (Physical and Evoting). The Result of Postal Ballot shall be declared by the Chairman or in his absence, any other director of the Company **on Monday, 29th June, 2015 at 1.00 pm** at the registered office of the Company of the Company and will be communicated to the stock Exchange, the Depository and The Registrar Transfer Agent and would be displayed on the Company’s Website at www.radhagobindcommercial.com. The resolution, if approved, will be taken as passed effectively on the date of announcement of results.

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Proposed Resolutions

1. To consider and, if thought fit, to give assent or dissent to the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of the resolution(s) passed under section 293(1)(a) of the Companies Act, 1956 the consent of the Members of the Company be and is hereby accorded in terms of Section 180(1)(a) of the Companies Act, 2013 (the Act), and other enabling provisions of law, if any, to create mortgage and/or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board of Directors (which term shall include any Committee thereof) in its absolute discretion may deem fit and proper, on the whole or substantially the whole of the Company’s anyone or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or movable, comprised in any undertaking both present and future, of the Company, and/or conferring power to enter upon and take possession of the assets of the Company in certain events in favour of the Bank(s), Financial Institution(s) or other persons (hereinafter referred to as the lenders) to secure the borrowings upto an aggregate amount not exceeding Rs 3,50,00,000/- (Rupees Three Crores Fifty Lakhs Only) by way of working capital facilities, issue of non-convertible debentures, bonds, term loans, and/or other instruments including foreign currency borrowings as the Board may in its absolute discretion deem fit, to be availed/issued in one or more tranches, from/to the lenders/eligible persons/investors including non-residents, and upon such terms and conditions, as may be decided by the Board.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company, as may be agreed to between the Company’s Board of Directors and the Lenders.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

2. To consider and if thought fit, to give assent or dissent to the following Resolution as a Special Resolution:

“RESOLVED THAT in in supersession of the resolution(s) passed under section 293(1)(d) of the Companies Act, 1956, the consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to borrow any sum or sums of money from time to time, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans and working capital facility obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of Paid-Up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose, provided, however, that the total amount upto which moneys may be borrowed shall not exceed the aggregate of Paid-Up Capital and Free Reserves of the Company by more than the sum of Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs Only) at any time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the

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Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

3. To consider and, if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and other provisions as may be applicable and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to any body corporate or any person and/or acquire by way of subscription, purchase or otherwise the securities of any body corporate up to a limit not exceeding Rs 5,00,00,000/- (Rupees Five Crores Only) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired may exceed the limits prescribed under the said section read with Rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

By Order of the Board
For **Radhagobind Commercial Limited**
Sd/-
Santanu Chakraborty
Director

Place:- Kolkata

Date:- 13/05/2015

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of all the businesses specified above is annexed.
2. In accordance with clause 35B of the listing agreement and the provision of Section 108 and 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules 2014, the items of business as set out in the notice are sought to be passed by E-voting and postal Ballot.
3. M/s P D Randar and Co. practicing chartered Accountants having Firm Registration No. 319295E has been appointed as Scrutinizer for conducting the E-voting/Postal Ballot in accordance with Law in a fair and transparent manner.
4. The Company has engaged National Securities Depository Limited to offer evoting facility to all its members to enable them to cast their votes electronically, This notice is being sent to all members, whose names appear in the Register of Members/ Records of Depositories on the close of working hours on **08th May, 2015 i.e “the Cut-off date”**. Voting Rights shall be reckoned on the paid up value of

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shares registered in the name of the Members as on the Cut-off date. E-voting is optional for members. The Postal Ballot notice is sent electronically to all the shareholders who have registered their e mail addresses with the Company/Depositories and to the other shareholders by Registered Post/ Courier.

5. The postal Ballot form together with the self addresses business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self addressed business reply envelope, so as to reach the Scrutinizer **on or before 05.00 pm on Saturday 27th June, 2015.**
6. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form Only.
7. Member desiring to exercise their vote by using E-voting facility, should carefully follow the instructions for E-voting printed in this notice. A member can log in any number of times till the votes are casted on all the resolutions or till the end of the Voting period which ever is lower.
8. Members have an option to request for physical copy of the postal Ballot form from the company from its registered office or send an e mail to radhagobindcommercialtd@gmail.com by mentioning their Folio/ DP id and Client id No. The Company shall forward the same to the member.
9. The Scrutinizer will submit his report of the votes polled through E voting/Postal Ballot, to the chairman or to any other Director. The chairman or in his absence, any other Director will announce the results of Voting by Postal Ballot on **Monday 29th June, 2015 at 01.00 pm** and the resolutions will be taken as passed effectively on the date of announcement of the results by chairman or Director as the case may be. The Scrutinizer's decision on the validity of the votes cast through-voting/Postal Ballot shall be final. The Result of the E-voting/postal Ballot will be displayed at the registered office, posted on the website of the Company www.radhagobindcommercial.com and intimated to the Stock Exchanges on which the shares of the Company are listed.
10. All the material documents refer to in explanatory statement will be available for inspection at the registered office of the company during office hours on all working days except Saturday and Sunday between 11.00 am and 01.00 pm upto the date of declaration of the results.
11. **PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING**
 - a) A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form (hereinafter called the 'form') will be borne and paid by the company. However, envelopes containing postal ballot forms, if deposited with the company in person or if sent by courier at the expense of shareholder shall also be accepted by the company.
 - b) There shall be one postal ballot for every Folio/ Client id irrespective of the number of Joint holder. A proxy shall not exercise the postal Ballot.
 - c) The form should be completed and signed by the registered member. In case of Joint holding, the form should be completed and signed by the first named member and in his/her absence, by the next named member.
 - d) The signature of the member in the form should be exactly similar to the specimen signature available on the records of our registrar and share transfer agent or the concerned Depository, as the case may be.
 - e) In case of minors, the form should be signed by the natural guardian or the minor as per records of our registrar and share transfer agent or the concerned depository, as the case may be.
 - f) In respect of share held by corporate and institutional shareholders (companies, trusts, societies etc) the completed postal ballot should be accompanied by a certified copy of relevant Board resolution/ appropriate authorization, with the specimen signature (s) of the authorised signatory(ies) duly attested.

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- g) Unsigned form will be rejected. The scrutinizer's decision on the validity of the form shall be final and binding.
- h) A member may request for duplicate postal ballot forms, if so required. However duly completed form should reach the company/Scrutinizer not later than by the close of working hours **i.e 05.00 pm, Saturday, 27th June, 2015**. Form received after this date will be strictly treated as if reply from such member has not been received.
- i) Voting shall be reckoned on the paid up value of shares registered in the name of the members by close of working hours of **08th May, 2015**.
- j) Members are requested not to send any other paper along with the form in the enclosed self addressed postage prepaid envelope, as such envelope will be sent to scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
- k) The scrutinizer will finalize his report on the scrutiny of the forms received and submit his report to the chairman of the company. The decision of the chairman on the basis of the said report shall be final, conclusive and binding. The result of the postal ballot finalized as above will be placed on the notice board of the company at the registered office on **Monday, 29th June, 2015 at 1.00 pm** and will also be posted on company's website www.radhagobindcommercial.com.
- l) The date of declaration of postal ballot will be taken as the date of passing of resolution.

12. PROCESS AND AMNER FOR MEMBERS OPTING FOR E-VOTING

In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by National Securities Depositories Limited (NSDL).

(A) In case of Members receiving the postal Ballot form by E Mail

The Instructions for e voting are as under:

- i. Open email and open PDF file viz, "**RCLevoting.pdf**" with your client ID or folio No. as password. The said PDF file contains your user ID and password for e voting. Please note that password is an initial password.
- ii. Launch Internet browser by typing the following URL: <http://www.evoting.nsdl.com>
- iii. Click on "shareholder-Login".
- iv. Insert User id and Password as initial password noted in Step 12(A) (i) above. Click "Login".
- v. "**Password Change**" menu appears, **change the password 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 E-voting opens. Click on e-voting: active e-Voting Cycles."
- vii. Select "EVEN" (Electronic Voting Event Number) of **Radhagobind Commercial Limited**.
- viii. Now you are ready for e-voting as "cast vote" page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
- x. Upon confirmation, the message "vote cast Successfully" will be displayed.
- xi. Upon 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 authorised signatory (ies) who are authorised to

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vote, to the scrutinizer through email to evoting.pdrandar@outlook.com with a copy marked to evoting@nsdl.co.in.

(B) In case of Members receiving postal Ballot by Post:

- i. User Id and Initial password is provided at the bottom of the postal Ballot form.
- ii. Please follow all steps from Sr. 12(A) (ii) to (xii) above, to cast your vote.

(C) If you are already registered with NSDL for evoting then you can use your existing User Id and password for Login Id to cast your vote.

(D) In case of any queries, you may refer to 'Frequently asked questions' (FAQs) for shareholders and e- voting user manual for shareholders available at the Download Section of NSDL's E-voting website: www.evoting.nsdl.com.

(E) The e-voting period commences on **Friday 29th May, 2015 at 09.00 am and ends on Saturday 27th June, 2015 at 5.00 pm**. During this period Shareholder's of the company, holding shares either in physical form or in dematerialised form, as on cut off date of **Friday 8th May, 2015** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(F) Members can opt for only one mode of voting i.e either by physical Ballot or e-Voting. In case, if you are opting for e-voting then do not vote by physical Ballot and vice versa. However, in case member(s) cast their vote both by physical Ballot and e-voting, then e-voting shall prevail and voting done by physical ballot will be treated as invalid.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ('The Act')

ITEM NO. 1

Section 180(1)(a) of the Companies Act, 2013, *inter alia*, provides that the Board of Directors of a company shall not, without the consent of the Company in general meeting by Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings. The borrowings of the Company, where necessary, would be secured by way of charge/mortgage/extension of mortgage on the Company's assets/undertaking(s) in favour of the eligible lenders/security holders. As the documents to be executed between the lenders/security holders and the Company may contain the power to take over the management of the undertaking(s) of the Company in certain events, which may be regarded as disposal of undertaking (s) under Section 180(1)(a) of the Act it is necessary to pass a resolution to enable the Board of Directors of the Company to create charges/mortgages for amounts not exceeding in aggregate Rs 3,50,00,000/- (Rupees Three Crores Fifty Lakhs Only) .

The above proposal is in the interest of the Company and your Directors recommend the Resolution set out at Item no. 1 of the accompanying notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel (KMP) or their relatives is in any way concerned or interested in the Resolution.

ITEM NO. 2

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Pursuant to Section 293 (1)(d) of the Companies Act, 1956 the members had at their meeting approved to borrow money for the requirements of the Company in excess of the aggregate of the Paid-Up Capital and Free Reserves of the Company by Ordinary Resolution in accordance with the provisions of the Companies Act, 1956 then applicable. As per section 180 (1) (c) of the Act and clarifications issued by Ministry of Corporate Affairs the Resolution set out at item no. 2 requires approval of shareholders by passing Special Resolution.

The Board recommends the resolution for approval of the members. None of the Directors or Key Managerial Personnel (KMP) or their relatives is in any way concerned or interested in the Resolution.

ITEM NO. 3

The Companies Act, 2013 has replaced the Companies Act, 1956 with effect from 1st April, 2014. Section 186 which governs investments in securities of /loans to other bodies corporate or persons and giving corporate guarantee for loans availed by other bodies corporate or persons has been notified in replacement of Section 372A of the Companies Act, 1956.

Pursuant to provisions of section 186 of the Companies Act, 2013 (the Act), where the giving of any loan to any person or body corporate or giving of any guarantee or providing of any security in connection with a loan to any other body corporate or person or acquisition, by way of subscription, purchase or otherwise, of securities of any other body corporate exceeds the limits specified in Section 186(2) of the Act, prior approval by means of a special resolution passed at a general meeting shall be necessary. Further, pursuant to provisions of Rule 22 of the Companies (Management and Administration) Rule, 2014, business related to aforesaid matter shall be transacted only by means of voting through a postal ballot.

In order to pursue the Company's growth by investing in the right opportunities, Special Resolution set out at Item No.3 is recommended for approval of the members of the Company.

None of the Directors or Key Managerial Personnel (KMP) or their relatives is in any way concerned or interested in the Resolution.

By Order of the Board
For **Radhagobind Commercial Limited**

Registered Office:
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Kolkata-700013
Date:-13/05/2015
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E-mail: radhagobindcommercialtd@gmail.com

Sd/-
Santanu Chakraborty
Director

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POSTAL BALLOT FORM

Postal Ballot No:-

1. Name and Registered Address :
Of the Sole/First named Member
2. Name(s) of Joint Holder(s), (if any) :
3. Registered Folio No./ DP ID :
& Client ID No.
4. Number of share(s) held :

I/we hereby exercise my/our vote in respect of the Special Resolution to be passed through postal Ballot as stated in the postal Ballot Notice dated 13th May 2015 of the Company by sending my/our assent or dissent to the said resolution by placing the tick (√) mark in the appropriate box below:-

Item No.	Brief particulars of the resolution	No of shares held	Please (√) in the appropriate Boxes	
			I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution under Section 180 (1)(a) to create Mortgage or charge			
2.	Special Resolution under Section 180 (1)(c) to borrow money			
3.	Special Resolution under Section 186 for making Investment, Loans or Give any guarantee or Security			

Place:

Date:

Signature of Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	Password
101781		

Note:-

- 1) Please read the instructions printed on the postal Ballot Notice carefully before exercising your vote.
- 2) The e-voting commences from from 09.00 am on Friday 29th May 2015 and shall end at 5.00 pm on Saturday 27th June 2015. The e-voting module shall be disabled by NSDL for voting thereafter.