

DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of Duke Commerce Limited (“the Company”) will be held on Wednesday, 22nd March 2023 at 11 A.M. at the Registered Office of the Company at 9/1 R.N. Mukherjee Road, Birla Building, Kolkata-700001 to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITOR TO FILL THE CASUAL VACANCY

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, SEBI(LODR) Regulations, 2015 and RBI guidelines and pursuant to the recommendation made by the Audit Committee and Board of Directors at their respective meetings held on 22nd February, 2023, M/s Seksaria Tibrewal & Co., Chartered Accountants (FRN- 329660E) be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Manav & Co., Chartered Accountants (FRN- 325904E) to hold the office until the conclusion of the ensuing Annual General Meeting (AGM) of the Company to be held in the year 2023 at professional fees of Rs. 35000/- plus applicable taxes.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

For Duke Commerce Limited

Nisha Rathi
Company Secretary
Membership No.-A64218

Date: 15th March, 2023
Place: Kolkata

DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

NOTES:

1. *The meeting has been called at Shorter notice in terms of the provisions of Section 101 of the Companies Act 2013 and the form seeking consent of the members in this regard is enclosed and the same may please be returned duly filled up and signed on or before the commencement of the meeting.*

2. **PROXIES:**

A member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a proxy to attend and vote in his/her stead on a poll and the proxy need not be a member of the company.

Proxies in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Any person holding more than 10% of the total Equity Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member.

Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Extra-Ordinary General Meeting.

Members, Proxies and Authorised Representatives are requested to bring to the meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate attendance slip or copies of the Report and Accounts will not be made available at the AGM venue.

In case of Joint Holders attending the Meeting, only such Joint Holder who is higher in the order of names will be entitled to vote at the Meeting.

3. **Communication:**

Electronic copy of the Notice of the Extra-Ordinary General Meeting (EGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents / Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email IDs, physical copies of the Notice of the EGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode.

Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository participant (in case of shares in dematerialized form) or with Link-in Time India Private Limited (in case of Shares held in physical form). Members may also

DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

note that the Notice of the EGM will be available on the Company's website www.dukecommerce.org for their download and also on the website of National Securities Depository Limited viz. <https://www.evoting.nsdl.com/> For any communication, the shareholders may also send requests to the Company's investor email id: duke.commerce@yahoo.com.

4. Route Map:

A route map showing directions to reach the venue of the EGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".

5. Registrar & Share Transfer Agents and Depository Participant:

M/s Link-in Time India Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company. All investor related communication may be addressed to the following address:

Registered Office:

M/s. Linkin Time India Private Limited

Vaishno Chambers, 5th Floor,

Room No. 502 & 503, 6, Brabourne Road,

Kolkata-700 001

Ph.: 033-4004 9728

Members holding Shares in physical mode are requested to intimate changes in their address to RTA. Members holding Shares in electronic mode are requested to send the intimation for change of address to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

Members are further requested to intimate directly to the Company's RTA:

- a) changes, if any in their address at an early date
 - b) apply for consolidation of folios, if shareholdings are under multiple folios
 - c) quote ledger folio numbers in all their correspondence
 - d) send their share certificate(s) for consolidation
 - e) members holding shares in physical format and desirous of making/changing nomination in respect of their holding forms for making nominations as per section 72 of the Companies Act, 2013 in prescribed Forms SH-13 and SH-14.
 - f) to send their email address for forwarding all communication on mail as per green initiatives of Ministry of Corporate Affairs
6. The Register of Members and Share Transfer Books of the Company shall remain closed from **Thursday, 16th March 2023, to Wednesday, 22nd March, 2023**. (Both days inclusive).
7. Members holding shares in the physical format are advised to dematerialize their shares to avail easy liquidity and to prevent loss of physical certificates. Further pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, except in case of transmission or transposition of securities, requests for

DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

7. PAN Submission:

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details 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's RTA/Company.

8. Inspection by Members:

All Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement, if any, shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.30 a.m. to 5.00 p.m. upto the date of the Extra-Ordinary General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the General Meeting.

9. Voting through Electronic Means

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the EGM) to exercise their right to vote at the EGM. The business may be transacted through e-voting services rendered by NSDL. Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again. Members are requested to follow the instruction below to cast their vote through e-voting.

The instructions for e-voting are as under. Members are requested to follow the instructions below to cast their vote through e-voting:

DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 18th March 2023, 09.00 a.m and ends Tuesday, 21st March, 2023, 5.00 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. 15th March, 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 15th March, 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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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:





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting 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 If you are not

DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

	<p>registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

	<ol style="list-style-type: none">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.

DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

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

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

8. General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to duke.commerce@yahoo.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to duke.commerce@yahoo.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

General Information:

- I. 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, within 48 hours of the EGM, 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.
- II. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dukecommerce.org and on website of NSDL e-Voting voting@nsdl.co.in within two days of the passing of the Resolutions at the Extra-ordinary General Meeting of the Company and will also be communicated to Calcutta Stock Exchange where the shares of the Company are listed.
- III. A facility for voting through Ballot Paper is being made available at the Extra-Ordinary General Meeting of the Company and the Members attending the meeting who have not cast their vote by remote e-voting can exercise their right during the meeting on 22nd March, 2023 between 11.00 a.m. till the conclusion of the meeting.

Registered Office:

9/1, R.N. Mukherjee Road,

5th Floor, Birla Building,

Kolkata – 700 001

Phone: 033- 2243 0497/98

Email: duke.commerce@yahoo.com

Website: www.dukecommerce.org

CIN: L51909WB1982PLC035425

By Order of the Board of Directors

For Duke Commerce Limited

Nisha Rathi

Company Secretary

A64218

Dated: 15.03.2023

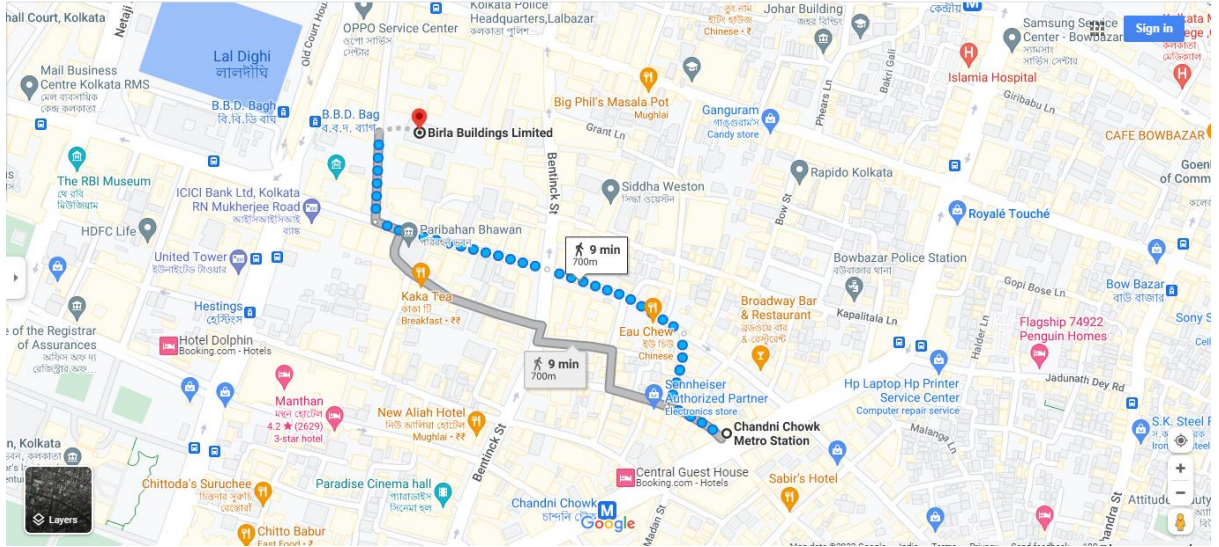
DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

Route Map:



DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO.1:

M/s Manav & Co., Chartered Accountants (FRN- 325904E) have tendered their resignation w.e.f 16th February, 2023 citing reasons that due to professional commitments and engagement they are unable to continue as Statutory Auditors of our Company. This has resulted in Casual Vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company on recommendation of the Audit Committee appointed M/s Seksaria Tibrewal & Co., Chartered Accountants (FRN- 329660E) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Manav & Co., Chartered Accountants (FRN- 325904E) to hold the office until the conclusion of the ensuing Annual General Meeting (AGM) to be held in the year 2023. Accordingly, shareholders' approval by way of ordinary resolution is sought.

M/s Seksaria Tibrewal & Co., Chartered Accountants (FRN- 329660E) have conveyed their consent and eligibility for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 01 of the notice as an ordinary resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

Registered Office:

9/1, R.N. Mukherjee Road,

5th Floor, Birla Building,

Kolkata – 700 001

Phone: 033- 2243 0497/98

Email: duke.commerce@yahoo.com

Website: www.dukecommerce.org

CIN: L51909WB1982PLC035425

By Order of the Board of Directors
For Duke Commerce Limited

Nisha Rathi
Company Secretary
A64218

Dated: 15.03.2023

DUKE COMMERCE LIMITED
CIN: L51909WB1982PLC035425

Registered Office: 9/1, R.N. Mukherjee Road, Birla Building, 5th Floor, Kolkata -700001, West Bengal
E-Mail ID: duke.commerce@yahoo.com
Website: www.dukecommerce.com

PROXY FORM
FORM No. MGT – 11

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **L51909WB1982PLC035425**

Name of Company : **DUKE COMMERCE LIMITED**
Registered Office : **9/1, R.N. Mukherjee Road, Birla Building, 5th Floor, Kolkata -700001, West Bengal**

Name of the Member (s) : _____
Registered Address : _____
E-mail ID : _____
Folio No/Client ID No. : _____

I/We, being the member(s) of _____ shares of above named company, hereby appoint:

(1) Name : _____ E-mail Id : _____
Address : _____ Signature : _____, or
failing him

(2) Name : _____ E-mail Id : _____
Address : _____ Signature : _____, or
failing him

(3) Name : _____ E-mail Id : _____
Address : _____ Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General of the Company, to be held on the 22nd March 2023, Wednesday at 11.00 a.m. at the Registered Office of the Company at and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolution	Type of Resolution	Vote (Optional :Please see Note 2) (Please mention no. of shares)	
			For	Against
1	Appointment of Statutory Auditor to fill the casual vacancy	Ordinary		

Signed this _____ day _____ of 2023

Signature of shareholder (s)

Signature of the Proxy holder (s)

Affix Revenue
stamp of Re. 1

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting**
- It is optional to indicate your preference. If you leave 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner he/she may deem appropriate.**

DUKE COMMERCE LIMITED

CIN-L51909WB1982PLC035425

REGD. OFFICE- 9/1 R.N. MUKHERJEE ROAD, BIRLA BUILDING, KOLKATA-700 001

Website: dukecommerce.org E-mail: duke.commerce@yahoo.com

ATTENDANCE SLIP

Full Name of the member/Proxy attending the meeting	
Member's Folio/DP ID/Client ID NO.	

I hereby record my presence at EXTRA-ORDINARY GENERAL MEETING of the Company being held at the Registered Office of the Company at "9/1 R. N Mukherjee Road, Kolkata -700001, West Bengal on Wednesday, the 22nd day of March, 2023 at 11.00 A.M.

SIGNATURE OF THE ATTENDING MEMBER/~~PROXY~~

Notes:

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance, duly signed.

DUKE COMMERCE LIMITED

The Company is providing remote electronic voting (e-voting) facility for the Resolution contained in the Notice convening the Extra-Ordinary General Meeting on Wednesday, the 22nd day of March, 2023. The procedure for e- voting has been mentioned in the aforesaid Notice. Your USER ID and Password for e- voting purposes are given below:

ELECTRONIC VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD
	YOUR DP ID/CLIENT ID/FOLIO NO.	USE YOUR EXISTING PASSWORD