

# 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

**Dated: 28.09.2022**

## **The Listing Department**

The Calcutta Stock Exchange Ltd

7, Lyons Range

Kolkata - 700 001

### **Sub: Scrutinizer's Report Voting Results of the Fortieth Annual General Meeting (AGM) of Duke Commerce Limited**

Dear Sir/Madam,

We are attaching herewith Scrutinizer's Report and Voting Results of remote e-voting for the AGM held on Monday, 26<sup>th</sup> September, 2022 the Registered Office of the Company at 9/1 R.N. Mukherjee Road, Birla Building, Kolkata-700001, pursuant to the provisions of Regulation 44 of the SEBI( Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

1. Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended thereto - Annexure A;
2. The Scrutinizer's Report dated 27<sup>th</sup> September, 2022, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended thereto - Annexure B.

The Remote e-voting period started from 9.00 a. m, Wednesday, 21<sup>st</sup> September, 2022 and ended on Sunday, 25<sup>th</sup> September, 2022 at 5 p.m.

This is for your information and record.

Thanking you,

Yours Truly,

For Duke Commerce Limited

*Nisha Rathi*

**Nisha Rathi**

**Membership No-A64218**

**Company Secretary**



Encl: Copy as above

**DUKE COMMERCE LIMITED**

Annexure-A  
Resolution No. 1

Description of Resolution Considered			To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, including the Audited Balance Sheet for the year ended 31st March, 2022, and the statement of profit and loss Account for the year ended on that date and the report of the Board of Directors and Auditors thereon.						
Resolution required: (Ordinary/ Special)			Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	Total No. of shares held	No. of votes polled	% of the votes polled on outstanding shares	No. of votes - In favour	No. of votes - Against	% of votes in favour on votes polled	% of votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-voting	5,86,500	5,61,800	95.79	5,61,800		100.00		
	Poll		0	0	0		0		
	Postal Ballot (if applicable)		0	0	0		0		
	<b>Total</b>		<b>5,61,800</b>	<b>95.79</b>	<b>5,61,800</b>		<b>100.00</b>		
Public Institutions	E-voting	3,50,950	3,45,900	98.56	3,45,900		100		
	Poll		0	0	0		0		
	Postal Ballot (if applicable)		0	0	0		0		
	<b>Total</b>		<b>3,45,900</b>	<b>98.56</b>	<b>3,45,900</b>		<b>100</b>		
Public Non-Institutions	E-voting	19,150	1,300	6.79	1,300		100.00		
	Poll		1,800	9.40	1,800		100.00		
	Postal Ballot (if applicable)		0	0	0		0		
	<b>Total</b>		<b>3,100</b>	<b>16.19</b>	<b>3,100</b>		<b>100.00</b>		

Resolution No. 2

Description of Resolution Considered			Re-appointment of Director in place of Mrs. Shradha Agarwala (DIN: 01203800) who retires by rotation and being eligible offers herself for re-appointment.						
Resolution required: (Ordinary/ Special)			Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	Total No. of shares held	No. of votes polled	% of the votes polled on outstanding shares	No. of votes - In favour	No. of votes - Against	% of votes in favour on votes polled	% of votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-voting	5,86,500	5,61,800	95.79	5,61,800	0	100.00		
	Poll		0	0	0		0.00		
	Postal Ballot (if applicable)		0	0	0		0.00		
	<b>Total</b>		<b>5,61,800</b>	<b>95.79</b>	<b>5,61,800</b>		<b>100.00</b>		
Public Institutions	E-voting	3,50,950	3,45,900	98.56	3,45,900	0	100.00		
	Poll		0	0	0		0		
	Postal Ballot (if applicable)		0	0	0		0		
	<b>Total</b>		<b>3,45,900</b>	<b>98.56</b>	<b>3,45,900</b>		<b>100.00</b>		
Public Non-Institutions	E-voting	19,150	1,300	6.79	1,300	0	100.00		
	Poll		1,800	9.40	1,800	0	100.00		
	Postal Ballot (if applicable)		0	0	0		0		
	<b>Total</b>		<b>3,100</b>	<b>16.19</b>	<b>3,100</b>		<b>100.00</b>		



## Resolution No. 3

Description of Resolution Considered		Appointment of Mr. Gaurav Agarwala (DIN-00201469) as the Managing Director of the Company for a period of five years with effect from 1st September, 2022 till 31st August, 2027							
Resolution required: (Ordinary/ Special)		Special							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	Total No. of shares held	No. of votes polled	% of the votes polled on outstanding shares	No. of votes - In favour	No. of votes - Against	% of votes in favour on votes polled	% of votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-voting		5,61,800	95.79	5,61,800	0	100.00	0	0
	Poll	5,86,500	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>	<b>5,86,500</b>	<b>5,61,800</b>	<b>95.79</b>	<b>5,61,800</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
Public Institutions	E-voting		3,45,900	98.56	3,45,900	0	100.00	0	0
	Poll	3,50,950	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>	<b>3,50,950</b>	<b>3,45,900</b>	<b>98.56</b>	<b>3,45,900</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting		1,300	6.79	1,300	0	100.00	0	0
	Poll	19,150	1,800	9.40	1,800	0	100.00	0	0
	Postal Ballot (if applicable)		-	0.00	0	0	0	0	0
	<b>Total</b>	<b>19,150</b>	<b>3,100</b>	<b>16.19</b>	<b>3,100</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>



# A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
Practising Company Secretary



# A. K. LABH & Co.

**Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : [www.aklabh.com](http://www.aklabh.com)

ANNEXURE - B

## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

**The Chairman**  
of the 40<sup>th</sup> Annual General Meeting of  
**Duke Commerce Limited**  
9/1, R. N. Mukherjee Road  
Birla Building, 5<sup>th</sup> Floor  
Kolkata-700001

*Dear Sir,*

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 40<sup>th</sup> Annual General Meeting of the members of “**Duke Commerce Limited**” (“Company”) held on Monday, 26th September, 2022 at 11:00 A.M. IST at 9/1, R. N. Mukherjee Road, Birla Building, 5th Floor, Kolkata - 700001 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 1<sup>st</sup> September, 2022. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (“NSDL”) and of voting through physical ballots as provided by M/s Link Intime India Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



## A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM  
*Practising Company Secretary*



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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Wednesday, the 21<sup>st</sup> September, 2022 up to 5.00 P.M. IST on Sunday, the 25<sup>th</sup> September, 2022.
2. The shareholders holding shares as on the "cut off" date, i.e. 19<sup>th</sup> September, 2022 were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the Notice of the Annual General Meeting dated 1<sup>st</sup> September, 2022.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been cast by them through remote e-voting.
4. The locked ballot box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Tuesday, the 27<sup>th</sup> September, 2022 around 11:55 A.M. IST after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711102 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVEN : 121684] and votes cast through physical ballot papers distributed at the AGM venue are as under:



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## <A> ORDINARY BUSINESS:

### a) Resolution 1

*To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, including Audited Balance Sheet for the year ended 31st March, 2022, and the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	9	909000	
Voting by ballot	3	1800	
<b>Total</b>	<b>12</b>	<b>910800</b>	<b>100.00%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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## b) Resolution 2

*To appoint a Director in place of Ms. Shradha Agarwala (DIN: 01203800) who retires by rotation and being eligible offers herself for re-appointment*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	9	909000	
Voting by ballot	3	1800	
<b>Total</b>	<b>12</b>	<b>910800</b>	<b>100.00%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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## <B> SPECIAL BUSINESS:

### c) Resolution 3 : Special Resolution

*Appointment of Mr. Gaurav Agarwala (DIN: 00201469) as the Managing Director of the Company for a period of five years with effect from 1st September, 2022 till 31st August, 2027*

(i) *Voted in favour of the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	909000	
Voting by ballot	3	1800	
<b>Total</b>	<b>12</b>	<b>910800</b>	<b>100.00%</b>

(ii) *Voted against the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

(iii) *Invalid Votes:*

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0





## A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
Practising Company Secretary



## A. K. LABH & Co.

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8. All the resolutions proposed hereinabove have been passed unanimously.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
*Company Secretaries*



(CS A. K. LABH)  
*Practicing Company Secretary*  
FCS : 4848 / CP No. : 3238  
UIN : S1999WB026800  
PRCN : 1038/2020  
UDIN : F004848D001057570

Place : Kolkata  
Dated : 27.09.2022



# A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)  
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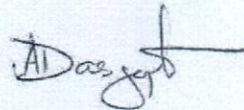
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

*Witness:*

1. 

(Narayan Chandra Saha)  
108, Sarat Chatterjee Road  
Howrah - 711102

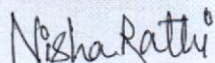
2. 

(Anushree Dasgupta)  
28/N, Dwijen Mukherjee Road, Behala  
Kolkata - 700060



Received the Report of the Scrutinizer

For Duke Commerce Limited



(Nisha Rathi)  
Company Secretary  
Memb. No. 64218

