

28th September, 2023

To,
The Secretary,
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata – 700 001
Scrip Code : 18105

Dear Sir/Madam,

Sub: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

- 1. Voting Results of 41st Annual General Meeting**
- 2. Scrutinizer Report**

Pursuant to the Regulation 44(3) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are submitting the details regarding the Voting Results of the business transacted at the AGM and along with the Combined Report of the Scrutinizer on remote E-voting and through E-voting during the 41st Annual General Meeting of the Members of Herald Commerce Limited held on Wednesday 27th September, 2023 at 11:30 A.M. through Video Conferencing (“VC”) or other Audio Video Means (“OAVM”).

The declared results along with Scrutinizer's Report shall be placed on the Company's website at : www.heraldcommerce.in, and on the website of CDSL at www.evotingindia.com.

This for your information and records.

Thanking you,

yours faithfully,
For Herald Commerce Limited



Purnna Chandra Barik
(Director)
DIN: 02968931



HERALD COMMERCE LTD

AGM Attended and Voting Summary AGM
Format for Voting Result

Date of the AGM	27-Sep-23
Total Number of Shareholders on Record Date	1051
No. of Shareholders Present in the Meeting Either in Person or Through Proxy :	
Promoter & Promoter Group	
Public	
Total	
No. of Shareholders Attended the Meeting Through Video Conferencing :	
Promoter & Promoter Group	0
Public	34
Total	34

1 including audited Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement and the Reports of the Board of Directors and Auditors thereon.

Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100
Promoter & Promoter Group	Remote Evoting at AGM	217050	0		0	0	
	Postal Ballot (if applicable)		0		0	0	
	Total		N.A.	N.A.	N.A.	N.A.	N.A.
				0	0.00000	0	0
Public-Institutional holders	Remote Evoting at AGM	0	0		0	0	
	Postal Ballot (if applicable)		0		0	0	
	Total		N.A.	N.A.	N.A.	N.A.	N.A.
				0	0.00000	0	0
Public-Non Institution holders	Remote Evoting at AGM	20679990	6791042	32.83871	6791042	0	100.00000
	Postal Ballot (if applicable)		0	0.00000	0	0	
	Total		N.A.	N.A.	N.A.	N.A.	N.A.
				6791042	32.83871	6791042	0
Total		20897040	6791042	32.49763	6791042	0	100.00000

2 To appoint a Director in place of Smt. Krishna Banerjee(DIN:06997186), who retires by rotation and being eligible, offers herself for re-appointment.

Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100
Promoter & Promoter Group	Remote Evoting at AGM	217050	0		0	0	
	Postal Ballot (if applicable)		0		0	0	
	Total		N.A.	N.A.	N.A.	N.A.	N.A.
				0	0.00000	0	0
Public-Institutional holders	Remote Evoting at AGM	0	0		0	0	
	Postal Ballot (if applicable)		0		0	0	
	Total		N.A.	N.A.	N.A.	N.A.	N.A.
				0	0.00000	0	0
Public-Non Institution holders	Remote Evoting at AGM	20679990	6791042	32.83871	6791042	0	100.00000
	Postal Ballot (if applicable)		0	0.00000	0	0	
	Total		N.A.	N.A.	N.A.	N.A.	N.A.
				6791042	32.83871	6791042	0
Total		20897040	6791042	32.49763	6791042	0	100.00000

3 To appoint Shri Prabhat Jain (Din 00200043) as Managing Director							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100
Promoter & Promoter Group	Remote Evoting at AGM	217050	0		0	0	
	Postal Ballot (if applicable)		0		0	0	
	Total		N.A.		N.A.	N.A.	N.A.
				0	0.00000	0	0
Public-Institutional holders	Remote Evoting at AGM	0	0		0	0	
	Postal Ballot (if applicable)		0		0	0	
	Total		N.A.		N.A.	N.A.	N.A.
				0	0.00000	0	0
Public-Non Institution holders	Remote Evoting at AGM	20679990	6791042	32.83871	6791042	0	100.00000
	Postal Ballot (if applicable)		0	0.00000	0	0	
	Total		N.A.		N.A.	N.A.	N.A.
				6791042	32.83871	6791042	0
Total		20897040	6791042	32.49763	6791042	0	100.00000

4 Ratification of Related Party Transactions entered during the F.Y. 2022-2023							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100
Promoter & Promoter Group	Remote Evoting at AGM	217050	0		0	0	
	Postal Ballot (if applicable)		0		0	0	
	Total		N.A.		N.A.	N.A.	N.A.
				0	0.00000	0	0
Public-Institutional holders	Remote Evoting at AGM	0	0		0	0	
	Postal Ballot (if applicable)		0		0	0	
	Total		N.A.		N.A.	N.A.	N.A.
				0	0.00000	0	0
Public-Non Institution holders	Remote Evoting at AGM	20679990	6791042	32.83871	6791042	0	100.00000
	Postal Ballot (if applicable)		0	0.00000	0	0	
	Total		N.A.		N.A.	N.A.	N.A.
				6791042	32.83871	6791042	0
Total		20897040	6791042	32.49763	6791042	0	100.00000

The Ordinary Resolution / Resolutions as set out in the Postal Ballot Notice dated

has been passed by the Members by requisite majority.

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

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Mobile : 98300-55689

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

Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

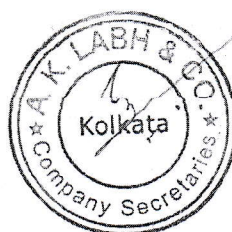
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 41st Annual General Meeting of
Herald Commerce Limited
10, Princep Street, 2nd Floor
Kolkata – 700 072**

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 41st Annual General Meeting (“AGM”) of the members of “*Herald Commerce Limited*” (“Company”) held on Wednesday, the 27th day of September, 2023 at 11:30 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the AGM 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, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 14th day of August, 2023. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM 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 Central Depository Services (India) Limited (“CDSL”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



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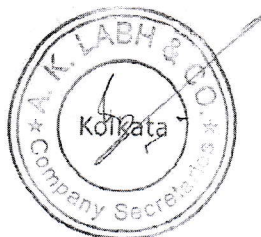
Mobile : 98300-55

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

Website : www.aklabh.c

I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Sunday, the 24th day of September, 2023 up to 5:00 P.M. IST on Tuesday, the 26th day of September, 2023.
2. The shareholders holding shares as on the "cut off" date, i.e. the 20th day of September, 2023 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the AGM dated the 14th day of August, 2023.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Wednesday, the 27th day of September, 2023 around 12:30 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 6, 3rd Floor, 1 No. Airport, North 24 Parganas, Kolkata - 700079 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata - 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVSN: 230904079] are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2023, including audited Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement and the Reports of the Board of Directors and Auditor's thereon

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

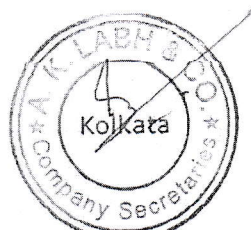
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	12	6791042	
E-voting at AGM	0	0	
Total	12	6791042	100.00%

(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	
E-voting at AGM	0	0	
Total	0	0	0.00%

(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 Smt. Krishna Banerjee (DIN: 06997186), who retires by rotation and being eligible, offers herself for re-appointment

(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	12	6791042	
E-voting at AGM	0	0	
Total	12	6791042	100.00%

(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	
E-voting at AGM	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

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



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 SPECIAL BUSINESS:

c) Resolution 3 : Ordinary Resolution

To appoint Shri Prabhat Jain (DIN: 00200043) as Managing Director of the Company

(i) Voted in favour of the Resolution:

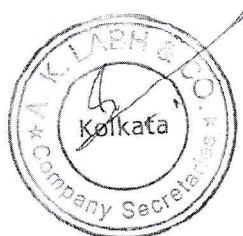
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	6791042	
E-voting at AGM	0	0	
Total	12	6791042	100.00%

(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	
E-voting at AGM	0	0	
Total	0	0	0.00%

(iii) Invalid Votes:

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



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DIM, DHRD, PGHDSM, DIRPM
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d) Resolution 4 : Ordinary Resolution

Ratification of Related Party Transactions entered during the F.Y. 2022-2023

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

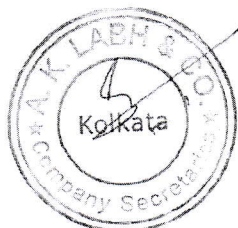
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	12	6791042	
E-voting at AGM	0	0	
Total	12	6791042	100.00%

(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	
E-voting at AGM	0	0	
Total	0	0	0.00%

(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



A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The Company had also sent an Addendum to the AGM Notice dated 23rd August, 2023 to the shareholders of the Company proposing 1(one) more resolution numbered as Resolution No. 5 as follows for their voting:

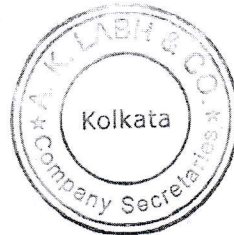
“To appoint Smt Suruchi Jain (DIN: 10280192) as Director (Non Executive)”

However, no voting was found against the aforesaid resolution.

9. The electronic data and e-voting registers 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)
Practising Company Secretary
FCS : 4848 / CP No. : 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848E001099766

Place : Kolkata
Dated : 27-09-2023



A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
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Website : www.aklabh.com

Witness:

1. Rohitkumar

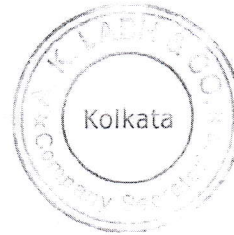
(Rohit Kumar)

Basundhara Apartment, Flat No. 6, 3rd Floor
1 No. Airport, North 24 Parganas
Kolkata - 700079

2. 


(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala
Kolkata - 700060



Received the Report of the Scrutinizer

For Herald Commerce Limited


25/09/23

(Neha Chomal)

Authorised Representative
Secretarial Department

