

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

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 Extra-Ordinary General Meeting of
DUKE COMMERCE LIMITED.**

**Hongkong House,
31 B. B. D Bagh(s),
Kolkata - 700 001**

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 Extra-Ordinary General Meeting (“EGM”) of the members of “*Duke Commerce Limited*” (“Company”) held on Monday, the 23rd day of February, 2026 at 11:00 A.M. IST at the Registered Office of the Company at Hongkong House, 1st Floor, 31 B. B. D Bagh(s), Kolkata – 700 001 for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and voting through physical ballot process at the EGM 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 voting through physical ballot process at the EGM on the resolutions contained in the Notice of the EGM dated the 30th day of January, 2026. My responsibility as a scrutinizer for remote e-voting and voting through physical ballot process at the EGM 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”), the agency engaged by the Company to provide the facilities for both remote e-voting and physical ballot facilities at the EGM.





I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Friday, the 20th day of February, 2026 up to 5:00 P.M. IST on Sunday, the 22nd day of February, 2026.
2. The shareholders holding shares as on the “cut off” date, i.e. Monday, the 16th day of February, 2026 were entitled to vote on the proposed 1 (One) resolution as mentioned in the Notice of the EGM dated the 30th day of January, 2026.
3. The Company has also distributed the physical ballot forms at the venue of the EGM 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 after the completion of the EGM and poll / ballot papers were diligently scrutinized. The poll / ballot papers were reconciled with the records as maintained by the Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The ballot which were incomplete and / or which were otherwise found defective have been treated as invalid.
6. The votes cast through remote e-voting were unblocked on Monday, the 23rd day of February, 2026 after the completion of the EGM in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No 6, 3rd Floor, 27, Ital Gacha Road, Kolkata – 700 079 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700 060, who are not in employment of the Company.
7. The combined result of the remote e-voting [**EVEN : 138317**] and votes casted through physical ballot papers distributed at the EGM venue are as under:

<A> **SPECIAL BUSINESS:**

Resolution 1 : Special Resolution

Appointment of Mr. Gaurav Agarwala as the Managing Director of the Company.



*(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	11	9,34,300	
Voting by ballot	0	0	
Total	11	9,34,300	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	
Voting by ballot	0	0	
Total	0	0	0

(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

8. The resolution proposed here in above has been passed with requisite majority.
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 Company Secretary as authorised by the Board of Directors for safe keeping.



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

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries



(CS A. K. LABH)

Proprietor

FCS – 4848 / CP No. – 3238

UIN : S1999WB026800

PRCN : 7207/2025

UDIN : F004848G003976607

Place : Kolkata

Dated : 23.02.2026



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

Witness:

1.

Rohit Kumar

(Rohit Kumar)

Basundhara Apartment
Flat No. 306, 27, Ital Gacha Road,
Kolkata -700 079

2.

Anushree Dasgupta

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala,
Kolkata - 700 060



Received the Report of the Scrutinizer
For Duke Commerce Limited

(Manisha Chandalia)
Company Secretary
Membership No. : A-36375

