

DUKE COMMERCE LIMITED

CIN: L51909WB1982PLC035425

Registered Office: Hongkong House, 31 B. B. D Bagh(s), Kolkata -700001, West Bengal

E-Mail ID: duke.commerce@yahoo.com Website: www.dukecommerce.org

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that an Extra-Ordinary General Meeting (EGM) of the members of **Duke Commerce Limited** will be 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, to consider the following business:

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 199, 203 and Schedule V of the Companies Act, 2013 (as amended), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, including rules framed thereunder, and in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the consent of the members be and is hereby accorded for the appointment of Mr. Gaurav Agarwala (DIN: 00201469) as the Managing Director of the Company for a period of five years with effect from 30th January, 2026 till 29th January, 2031, on terms and conditions recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as briefly mentioned in the explanatory statement attached with this notice constituting part of the resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to and may delegate all or any of the powers to any committee of directors with power to further delegate to or any officer(s)/Authorized Representative(s) of the Company to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For Duke Commerce Limited

s/d
Manisha Chandalia
Company Secretary
Membership No.: A36375

Date: 30.01.2026

Registered Office:

31 B. B. D. Bagh(s),
Hongkong House, 1st Floor,
Kolkata – 700 001

NOTES:

1. EXPLANATORY STATEMENT:

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ("Act") setting out material facts relating to Special Business under Item No.1 of the Notice to be transacted at the EGM is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI (LODR) and Secretarial Standards on General Meetings as issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this EGM is also annexed.

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 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, authorizing their representative to attend and vote at the EGM.

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 EGM 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 (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 MUFG Intime India Private Limited (in case of Shares held in physical form). Members may also 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 MUFG Intime 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. MUFG Intime India Private Limited

Rasoi Court, 5th Floor,

20, Sir R N Mukherjee Road, Kolkata – 700001

Fax: 033-4004 9728

Tel.: +91 33 6906 6800

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company informed that it had received an intimation from its Registrar and Transfer Agent (RTA) on April 16, 2025, regarding a change in their name and address. In compliance with the applicable regulatory requirements, the Company duly intimated the same to the Stock Exchange(s) on April 17, 2025.

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 **Tuesday, 17th February, 2026, to Monday, 23rd February, 2026** (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, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
8. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_

RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.

9. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.

10. **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.

11. **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 EGM.

12. **DISPUTE RESOLUTION MECHANISM (SMART ODR):**

In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/ investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated May 30, 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated July 31, 2023 (updated as on December 20, 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company at: www.dukecommerce.org. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>. [D:\nisha_data\(11.05.2023\)\desktop\Nisha_work_folder\DUKE COMMERCE LIMITED\2025-26\2025-2026\AGM\Annexure to Directors Report\ASEL Directors Report 2020.doc](D:\nisha_data(11.05.2023)\desktop\Nisha_work_folder\DUKE COMMERCE LIMITED\2025-26\2025-2026\AGM\Annexure to Directors Report\ASEL Directors Report 2020.doc)

13. **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:

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

The remote e-voting period begins on Friday, 20th February, 2026, 09.00 A.M. and ends on Sunday, 22nd February, 2026, 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. 16th February, 2026, 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 16th February, 2026.

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

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.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a

	<p>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 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> <p>3. 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="735 1121 1206 1400"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </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. 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

	<p>of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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.

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.com or call at 022 - 4886 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. 1800-21-09911

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.
 - 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.com 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

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.

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/Power of Attorney etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer Mr. A. K. Labh ,Practicing Company Secretary, C/o A.K. Labh & Co., Company Secretaries by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.com. 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.
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 or send a request to Ms Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Please note that in case of Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.), furnishing of the Board Resolution/Authority Letter or Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

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 shareholder 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.com 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.

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.

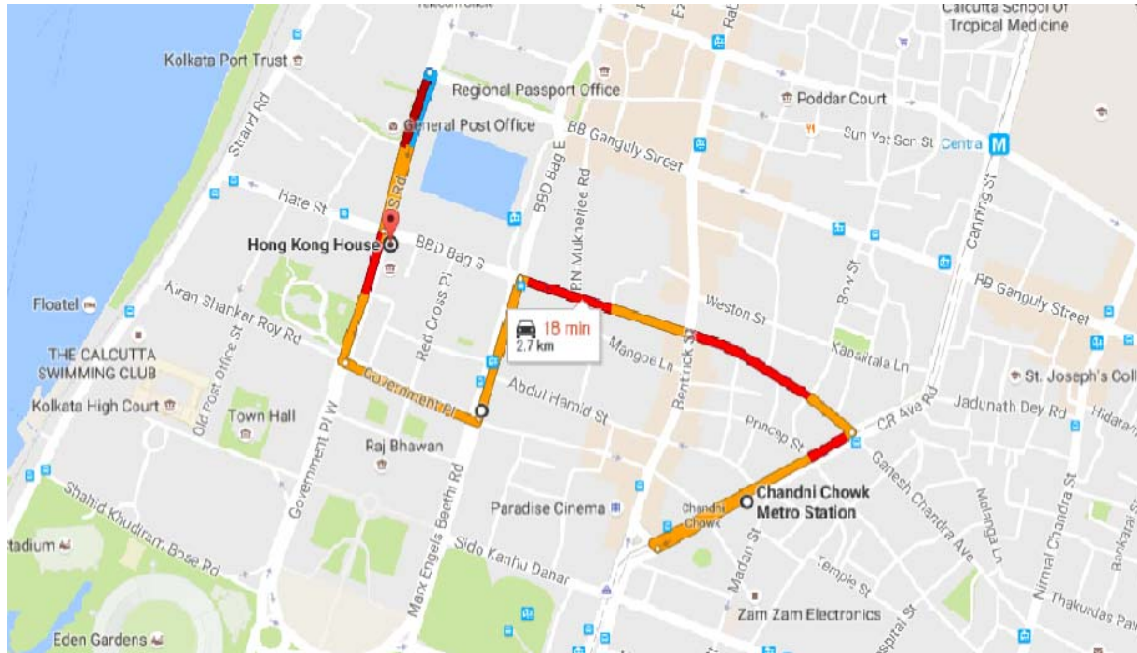
- II. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dukecommerce.org and on website of NSDL e-Voting voting@nsdl.co.in within two days of the passing of the Resolutions at the Extra-Ordinary General Meeting of the Company and will also be communicated 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 23rd February, 2026 between 11.00 a.m. till the conclusion of the meeting.

By Order of the Board of Directors
For Duke Commerce Limited

Date: 30.01.2026

s/d
Manisha Chandalia
Company Secretary
Membership No.: A36375

Route Map:



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ TOGETHER WITH REGULATION 17(11) OF THE SEBI LISTING REGULATIONS (AS AMENDED)

As required under Section 102 of the Companies Act, 2013, the following explanatory statement set out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 30.01.2026.

Item No. 1:

Mr. Gaurav Agarwala was appointed as a Director of the Company w.e.f. 13.08.2021. Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience, the Board of Directors of the Company at its meeting held on 30th January, 2026 has appointed Mr. Gaurav Agarwala as the Managing Director of the Company subject to the approval of the members of the Company.

Mr. Gaurav Agarwala aged 53 years, is a graduate. He is looking after the management of large businesses set-up and having more than 25 years of experience in Finance and General Business Administration.

Terms and Conditions for appointment:

- I. Tenure of appointment : Five years (W.e.f. 30.01.2026)
- II. Remuneration : NIL at Present (the Nomination and Remuneration Committee may propose remuneration as specified under Section of Companies Act, 2013 in consultation with the Board of Directors, anytime during the tenure of Managing Director).
- III. The Managing Director shall be reimbursed with all expenses made by him on behalf of the Company and/or incurred by him during the business trips taken by him for the Company purposes. Such expenses are to be incurred and reimbursed in line with the policies of the Company.

- IV. The Managing director shall have the right to manage the day-to-day business and affairs of the Company subject to superintendence, guidance, control and direction of the Board of Directors of the Company. The Managing Director of the Company shall adhere to the Company's code of conduct for Directors and Senior Managerial Personnel.
- V. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- VI. **MINIMUM REMUNERATION:** In the event of loss or inadequacy of profits of the Company in any financial year, remuneration and perquisites/benefits payable to him in the basis of determined minimum remuneration by the Board within the limit as specified in Section 197, 198 and 199 u/s 2 (78) of the Companies Act, 2013 as modified from time to time.
- VII. The Managing Director shall be paid any sitting fees for attending Board/Committee Meetings.

Except Mrs. Shradha Agarwala none of the other Directors/Key Managerial Personnel of the Company/their relatives and Non-Executive Non Independent Director himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as Special resolution.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE
FORTHCOMING ANNUAL GENERAL MEETING (AGM)**

(Pursuant to Regulation 36(3) of the SEBI (LODR), Regulations, 2015, and Secretarial Standard - 2 on General Meetings)

Name of the Director(s)	Gaurav Agarwala
Category	Managing Director
Age (in Years)	53
Date of Birth	07.08.1972
DIN	00201469
Qualification	Graduate
Date of First Appointment on Board	13.08.2021
Expertise in specific functional areas	Managing large Business Set-ups and more than 25 years of experience in Finance and General Business Administration
Terms & Conditions of Appointment/Re-appointment	Not Liable to retire by rotation. No remuneration is paid to Managing Director
Details of remuneration sought to be paid	Not Applicable
Remuneration last drawn	NA
Shareholding in the Company	NIL
Relationship with other Directors/KMP	Shradha Agarwala (Wife)
Directorship/Designated Partner held in other Companies with Chairmanship/Membership in Committees	<ol style="list-style-type: none"> 1. Adventz Securities Enterprises Limited 2. Animark Enterprises Private Limited 3. Premium Exchange & Finance Limited 4. Master Exchange & Finance Limited 5. Adventz Keventer Township Private Limited 6. Adventz Keventer Business Private Limited 7. Halemeire India Private Limited 8. GAAC Sports LLP 9. Alpha Alternatives MSAR LLP
Chairman/Member of the Committee in which he/she is a Director apart from this Company	NIL

DUKE COMMERCE LIMITED

CIN: L51909WB1982PLC035425

Registered Office: Hongkong House, 31 B. B. D. Bagh(s), Kolkata -700001, West Bengal

E-Mail ID: duke.commerce@yahoo.comWebsite: www.dukecommerce.org**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 : **Hongkong House, 31 B. B. D Bagh(s) 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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, the 23rd day of February, 2026, 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.

Resolut ion No.	Resolution	Type of Resolut ion	Vote (Optional :Please see Note 2)(Please mention no. of shares)	
			For	Against
1	Appointment of Managing Director of the Company	Special		

Signed this _____ day _____ of 2026

Signature of shareholder (s)
(s)

Signature of the Proxy holder

Affix
Revenue
stamp of
Re. 1

Note:

1. 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
2. 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
Registered Office: Hongkong House, 31 B. B. D. Bagh(s), Kolkata -700001, West Bengal
E-Mail ID: duke.commerce@yahoo.com
Website: www.dukecommerce.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 the EXTRA-ORDINARY GENERAL MEETING of the Company being held at the Registered Office of the Company at HONGKONG HOUSE, 31 B. B. D BAGH(S) KOLKATA -700001, WEST BENGAL on Monday, the 23rd day of February, 2026, 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.
2. Shareholder/Proxy holder is requested to bring their copies of the Notice of EGM with them to the Meeting.

DUKE COMMERCE LIMITED

The Company is providing remote electronic voting (e-voting) facility for the Resolutions contained in the Notice convening the Extra-Ordinary General Meeting on Monday, the 23rd day of February, 2026. 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
138317	YOUR DP ID/CLIENT ID/FOLIO NO.	USE YOUR EXISTING PASSWORD

INFORMATION AT GLANCE:

<u>Sl. No.</u>	<u>Particulars</u>	<u>Details</u>
01.	Day, Date and Time of EGM	Monday, 23 rd February, 2026; 11 A.M.
02.	Venue	HongKong House, 1 st Floor, 31 B.B.D Bagh(S) Kolkata – 700001
03.	Submission of queries before EGM	Write to the Company through email on duke.commerce@yahoo.com
04.	Record Date	16 th February, 2026
05.	Remote e-voting start date and time	20 th February, 2026; 9:00 AM (IST)
06.	Remote e-voting end date and time	22 nd February, 2026, 2025; 5:00 PM (IST)
07.	Name, address and contact details of e-voting service provider and Registrar and Transfer Agent	<p><u>E-voting Service Provider</u> National Securities Depositories Limited</p> <p>Address: Trade World, A Wing 4th Floor, Kamala Mills Compound Lower Parel, Mumbai-400013</p> <p>Contact: 18001020 990 1800 22 44 30</p> <p><u>Registrar & Share Transfer Agent (RTA)</u> M/s. MUFG Intime India Private Limited</p> <p>Address: C- 101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai – 400 083</p> <p>Contact: Mr. Ashok Sherugar +91 22 49186000 +91 7506054546 E-mail: ashok.sherugar@linkintime.co.in</p>