

27th September, 2024

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 42nd 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 42nd Annual General Meeting of the Members of Herald Commerce Limited held on Friday 27th September, 2024 at 11:00 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

Bikash Adhikary

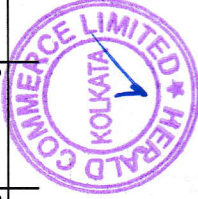
Bikash Adhikary
(Director)
DIN: 07478898



HERALD COMMERCE LTD

Consolidated Report of Voting at AGM Held On 27-Sep-2024

SI No	Resolution	Mode	No. of Folio/ Ballots	Total No. of Shares Held	Votes Cast In Favour of		% of Votes In Favour	Votes Cast Against the F		% of Votes Against The	Invalid Votes	
					No. of Folios / No. of	Votes		No. of Folios / No. of	Votes		No. of Folios / No. of	Votes
1	To receive, consider and adopt	Remote Evot	11	10204608	11	10204608	99.9420	0	0	0.0000	0	0
		Evoting at AQ	15	5920	15	5920	0.0580	0	0	0.0000	0	0
		Postal Voting										
		Total	26	10210528	26	10210528	100.0000	0	0	0.0000	0	0
2	To appoint a Director in place of	Remote Evot	11	10204608	11	10204608	99.9420	0	0	0.0000	0	0
		Evoting at AQ	15	5920	15	5920	0.0580	0	0	0.0000	0	0
		Postal Voting										
		Total	26	10210528	26	10210528	100.0000	0	0	0.0000	0	0
3	To appoint M/s. Deoki Bijay and	Remote Evot	11	10204608	11	10204608	99.9420	0	0	0.0000	0	0
		Evoting at AQ	15	5920	15	5920	0.0580	0	0	0.0000	0	0
		Postal Voting										
		Total	26	10210528	26	10210528	100.0000	0	0	0.0000	0	0
4	To appoint Shri Akshya Kumar	Remote Evot	11	10204608	11	10204608	99.9420	0	0	0.0000	0	0
		Evoting at AQ	15	5920	15	5920	0.0580	0	0	0.0000	0	0
		Postal Voting										
		Total	26	10210528	26	10210528	100.0000	0	0	0.0000	0	0
5	To Re-Appoint Shri Rohit Sahu	Remote Evot	11	10204608	11	10204608	99.9420	0	0	0.0000	0	0
		Evoting at AQ	15	5920	15	5920	0.0580	0	0	0.0000	0	0
		Postal Voting										
		Total	26	10210528	26	10210528	100.0000	0	0	0.0000	0	0



6	Ratification of Related Party	Total	26	10210528	26	10210528	100.0000	0	0	0.0000	0	0
		Remote Evot	11	10204608	11	10204608	99.9420	0	0	0.0000	0	0
		Evoting at AC	15	5920	15	5920	0.0580	0	0	0.0000	0	0
		Postal Voting										
	Total	26	10210528	26	10210528	100.0000	0	0	0.0000	0	0	



HERALD COMMERCE LTD

AGM Attended and Voting Summary AGM
Format for Voting Result

Date of the AGM	27-Sep-24
Total Number of Shareholders on Record Date	1050
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	27
Total	27

1 To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2024, 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									
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	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	Remote Evoting	217050	0	0	0	0	100		
	Evoting at AGM		0		0	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		0	0.0000	0	0			
Public-Institutional holders	Remote Evoting	0	0	0	0	0			
	Evoting at AGM		0		0	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		0	0.0000	0	0			
Public-Non Institution holders	Remote Evoting	20679990	10204608	49.3453	10204608	0	100.0000	0.0000	
	Evoting at AGM		5920	0.0286	5920	0	100.0000		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		10210528	49.3740	10210528	0	100.0000		
	Total	20897040	10210528	48.8611	10210528	0	100.0000		



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	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	Remote Evoting	217050	0		0	0			
	Evoting at AGM		0			0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		0	0.0000	0	0			
Public-Institutional holders	Remote Evoting	0	0		0	0			
	Evoting at AGM		0			0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		0	0.0000	0	0			
Public-Non Institution holders	Remote Evoting	20679990	10204608	49.3453	10204608	0	100.0000		
	Evoting at AGM		5920	0.0286	5920	0	100.0000	0.0000	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total	20897040	10210528	49.3740	10210528	0	100.0000		
	Total		10210528	48.8611	10210528	0	100.0000		

3 Annual General Meeting until the conclusion of Annual General Meeting to be held in the year 2029 for the term of five years in place of previous auditor M/s. Jain Sonu and Associates, Chartered Accountants (Firm Registration No. 324386E) whose term is expiring at this Annual General Meeting and to fix their remuneration									
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	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	Remote Evoting	217050	0		0	0			
	Evoting at AGM		0			0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		0	0.0000	0	0			
Public-Institutional holders	Remote Evoting	0	0		0	0			
	Evoting at AGM		0			0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		0	0.0000	0	0			
Public-Non Institution holders	Remote Evoting	20679990	10204608	49.3453	10204608	0	100.0000		
	Evoting at AGM		5920	0.0286	5920	0	100.0000	0.0000	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total	20897040	10210528	49.3740	10210528	0	100.0000		
	Total		10210528	48.8611	10210528	0	100.0000		





Institution holders	Evoting at AGM	5920	0.0286	5920	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.		N.A.	N.A.	N.A.	N.A.
	Total	10210528	49.3740	10210528	0	100.0000	
	Total	10210528	48.8611	10210528	0	100.0000	

4 To appoint Shri Akshya Kumar Parida (DIN: 01651737) as an Independent 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 against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	217050	0		0	0	
	Evoting at AGM		0		0	0	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	
Public-Institutional holders	Remote Evoting	0	0		0	0	
	Evoting at AGM		0		0	0	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	
Public-Non Institution holders	Remote Evoting	20679990	10204608	49.3453	10204608	0	100.0000
	Evoting at AGM		5920	0.0286	5920	0	100.0000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.
	Total		10210528	49.3740	10210528	0	100.0000
	Total	20897040	10210528	48.8611	10210528	0	100.0000

5 To Re-Appoint Shri Rohit Sahu (DIN: 08426713), as an Independent 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 against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	217050	0		0	0	
	Evoting at AGM		0		0	0	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	
Public-Institutional holders	Remote Evoting	0	0		0	0	
	Evoting at AGM		0		0	0	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.
	Total		0	0.0000	0	0	
	Total	20897040	10210528	48.8611	10210528	0	100.0000

holders	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	0	0.0000	0	0	0	0	0	N.A.
Public-Non Institution holders	20679990	10204608	49.3453	10204608	10204608	100.0000	100.0000	0.0000
		5920	0.0286	5920	5920	100.0000	100.0000	0.0000
Total	10210528	10210528	49.3740	10210528	10210528	100.0000	100.0000	N.A.
Total	20897040	10210528	48.8611	10210528	10210528	0	100.0000	

6	Ratification of Related Party Transactions entered during the F.Y. 2023-2024								
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	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	Remote Evoting Evoting at AGM Postal Ballot (if applicable)	217050	0	0	0	0	100		
Public- Institutional holders	Remote Evoting Evoting at AGM Postal Ballot (if applicable)	0	0	0	0	0			
Public-Non Institution holders	Remote Evoting Evoting at AGM Postal Ballot (if applicable)	20679990	10204608	49.3453	10204608	0	100.0000	0.0000	
Total		20897040	10210528	48.8611	10210528	0	100.0000		



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

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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 42nd 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 42nd Annual General Meeting (“AGM”) of the members of “*Herald Commerce Limited*” (“Company”) held on Friday, the 27th day of September, 2024 at 11:00 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, 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 (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 16th day of August, 2024. 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.



A. K. LABH

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



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Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Tuesday, the 24th day of September, 2024 up to 5:00 P.M. IST on Thursday, the 26th day of September, 2024.
2. The shareholders holding shares as on the “cut off” date, i.e. the 20th day of September, 2024 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice of the AGM dated the 16th day of August, 2024.
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 Friday, the 27th day of September, 2024 around 11:55 A.M. IST after the completion of the AGM in the presence of two witnesses, namely, Ms. Muskan Jaiswal, residing at 54A, Nirmal Chandra Street, Kolkata – 700 012 and Ms. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700 060, 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: 240831025] are as under:



A. K. LABH

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



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Website : www.aklabh.com

<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, 2024, 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	10	10194608	
E-voting at AGM	15	5920	
Total	25	10200528	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>
1	10000



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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:*

<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	10	10194608	
E-voting at AGM	15	5920	
Total	25	10200528	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>
1	10000



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FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
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c) Resolution 3

To appoint M/s. Deoki Bijay & Co., Chartered Accountants (Firm Registration No. 313105E) as Statutory Auditors of the Company for a period of 5 (Five) years and to fix their remuneration

(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	10	10194608	
E-voting at AGM	15	5920	
Total	25	10200528	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>
1	10000



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DIM, DHRD, PGHDSM, DIRPM
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 SPECIAL BUSINESS:

d) Resolution 4 : Special Resolution

To appoint Shri Akshya Kumar Parida (DIN: 01651737) as an Independent Director

(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	10	10194608	
E-voting at AGM	15	5920	
Total	25	10200528	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>
1	10000



**e) Resolution 5 : Special Resolution***To re-appoint Shri Rohit Sahu (DIN: 08426713), as an Independent Director**(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	10	10194608	
E-voting at AGM	15	5920	
Total	25	10200528	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>
1	10000



**f) Resolution 6 : Ordinary Resolution*****Ratification of Related Party Transactions entered during the F.Y. 2023-2024*****(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	10	10194608	
E-voting at AGM	15	5920	
Total	25	10200528	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>
1	10000



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

7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. 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 : F004848F001342910

Place : Kolkata

Dated : 27-09-2024



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
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Website : www.aklabh.com

Witness:

1. *Muskan Jaiswal*

(Muskan Jaiswal)

54A, Nirmal Chandra Street,
Kolkata – 700 012

2.

Anushree Dasgupta

(Anushree Dasgupta)

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



Received the Report of the Scrutinizer

For Herald Commerce Limited

(Madhu Barnwal)

Executive

Secretarial Department

