



To  
The Members of  
GAMCO LIMITED  
(Formerly : VISCO TRADE ASSOCIATES LIMITED )

**NOTICE** is hereby given that an Extra-ordinary General Meeting of the Members of **GAMCO LIMITED** will be held on **Friday 20th February, 2026 at 12.30 P.M** through Video Conferencing ('VC') facility to transact the following business:

**SPECIAL BUSINESS:**  
**Approval of Scheme of Amalgamation of COMPLIFY TRADE PRIVATE LIMITED (Transferor Company) with GAMCO LIMITED (Transferee Company):**

To pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Rule 25(3) of the Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2025 and other applicable provisions, if any (including any statutory modification(s) or re-enactments thereof for the time being in force) Regulation 37 (as amended from time to time) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (**SEBI LODR Regulations**), the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the terms and conditions and modifications(s) as may be imposed, prescribed and/or suggested and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Registrar of Companies, West Bengal, the Official Liquidator, High Court, Calcutta, the Regional Director, Eastern Region, Ministry of Corporate Affairs at Kolkata (being the authorities of Central Government delegated to the Regional Director) or such other competent authority as may be applicable and the confirmations, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the "Scheme of Amalgamation" ("Scheme") annexed to the notice convening the meeting of one of its wholly owned subsidiary namely - **COMPLIFY TRADE PRIVATE LIMITED (Transferor Company)** with **GAMCO LIMITED** (Transferee Company) - Holding Company , on a going concern basis with effect from 1<sup>st</sup> day of the relevant Quarter in the financial year in which the order sanctioning and confirming the Scheme of Amalgamation is passed by the Sanctioning Authority being the appointed date, be and is hereby approved."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the statutory authorities, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper."

**By Order of the Board**

**For : GAMCO LIMITED**

**S/d**

**RISBH KUMAR SINGHI**

**Company Secretary & Compliance Officer**

**Membership No.: A52762**

Place: Kolkata

Date: 22-01-2026

## **GAMCO LIMITED**

(Formerly known as Visco Trade Associates Limited)

25A, S. P. Mukerjee Road, 3rd Floor  
Bhawanipore, Kolkata - 700 025

+91 33 2475 0073

tradevisco@gmail.com

www.gamco.co.in

CIN : L57339WB1983PLC035628

**NOTES :**

1. The Explanatory Statement pursuant to Section 102, 233 of the Companies Act, 2013, read with Section 108 of the Companies Act, 2013, and Companies (Management and Administration) Rules, 2014, as amended, stating all material facts, disclosure of interest, if any, and reasons there for the proposal is annexed hereto and forms part of this Notice.
2. The Company has made arrangements with CDSL and will be availing their platform for holding the meeting virtually. CDSL will send notice to all those who are members of the Company as on the cut off date. The Company has opted for e voting to allow wider participation by the members.
3. The Company also made arrangements for e voting with CDSL for e voting on the resolution contained in this notice. The voting on the resolution will be through e voting only. Members of the Company can cast their vote on the resolution either during the period when the e voting window is kept open or during that period when the meeting is on and the e voting is activated and in no case after the meeting has been concluded and e voting is deactivated.
4. The deemed venue for the aforesaid Meeting shall be the Registered Office of the Company.
5. The Notice convening the meeting is being sent to all those who are Equity Shareholders of the Company as on the Cut off date i.e 16th day of January,2026.
6. The Members of the Company to take note that the Cut off date for e voting will be 13th February,2026.Accordingly those who are members of the Company as on Cut off date for e voting i.e 13th February,2026 will vote on the resolution.
7. Members holding shares in physical mode are requested to provide their email Id to the Registrar and Share Transfer Agent of the Company so that they can receive the notice of the meeting.
8. Members holding shares in physical mode and who have not registered their e mail id with the Registrar and Share Transfer Agent of the Company notice will be dispatched to them by the modes normally followed for dispatch of the same.
9. The Notice sent to the Equity Shareholders of the Company would also be deemed to be the Notice sent to the public shareholders of the Company.
10. Any person becoming a Member of the Company after the Cut off date i.e 16th day, January,2026 may obtain the user ID and Password by sending a request to helpdesk of CDSL i.e .evoting@cdslindia.com and can exercise their voting rights through remote e-voting by following the instructions listed herein below or by voting facility provided during the meeting.
11. The Members of the Company to take note that CDSL the agency engaged by the Company for e voting will send e voting link and instructions related thereto to all members as on the Company as on Cut off date for e voting i.e 13th February,2026
12. Members to take note that since the meeting is being conducted virtually and voting on the resolution will through e voting only there will be no proxy.
13. Members to take note that the e voting platform will be activated on Tuesday 17th February, 2026 at 9.00 A.M and will remain active till 5.00 P.M on Thursday 19th February,2026. Thereafter the e voting will be deactivated by the service provider . The e voting shall be again activated from the commencement of meeting and will be deactivated by the service provider after 30 minutes from the conclusion of the meeting .
14. Facility of remote e-voting (in addition to e-voting during the meeting) will be available during the prescribed time period before the meeting. Accordingly, Equity Shareholders can vote through remote electronic means (without attending the meeting) instead of voting in the meeting.
15. A member can cast his vote on the resolution once. Once he casted his vote on the resolution he cannot cast vote again. However he can join the meeting and his attendance will be recorded for the purpose of quorum.
16. Electronic Voting (hereinafter referred to as 'e-voting') facility is being provided to all the equity shareholders to exercise their right to vote on the resolutions proposed to be passed at the Meeting. The equity shareholders may cast their votes using electronic voting system provided by CDSL either before the date of the Meeting (hereinafter referred to as 'remote e-voting') or during the Meeting. The e-voting rights of the equity shareholders/Beneficial Owners shall be reckoned in proportion to the equity shares held by them in the Company as on Cut off date for e voting i.e 13th February,2026. A person/ entity who is not an equity Shareholder as on the Cut off date for e voting i.e 13th February,2026 should treat this notice for information purposes only and will not be entitled to vote.

The voting rights of Equity Shareholders shall be in proportion to the extent of their shareholding in the Company as on Cut off date for e voting i.e 13th February,2026 and as per the Register of Members of the Company.

17. The Scheme shall be acted upon only if the resolution mentioned above in the notice has been approved by at least 90% of the total number of equity shareholders, voting through remote e-voting / e voting facility made available during the Meeting.
18. In terms of SEBI Master Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders of the Company in favor of the resolution for the approval of the Scheme are more than the number of votes to cast by the Public Shareholders against it.
19. Only Equity Shareholders of the Company may attend this meeting through Video Conferencing and vote through e-voting system.
20. Members to take note that since the meeting is proposed to be held through Video Conferencing, option of attending the meeting through proxy is not applicable / available and therefore the proxy form, route map and attendance slip are not annexed to this notice.
21. Voting may be made through remote e-voting (without attending the meeting) which will be available during the time period before the meeting as given below; or through e-voting platform which will be available during the meeting:

Commencement of remote e-voting	Tuesday, 17th February,2026 at 9.00 A.M.
End of remote e-voting	Thursday ,19th February, 2026 at 5.00 P.M.

22. The facility for joining the Meeting through Video Conferencing facility will be enabled 30 (Thirty) minutes before the scheduled start-time of the Meeting by following the procedure mentioned herein below.
23. Notice of the meeting, Explanatory Statement and other documents are available the website of the Transferee Company at <https://www.gamco.co.in>. Such documents will also be submitted with BSE for displaying the same on their respective website.
24. Please note that the Board of Directors at their meeting held on 20<sup>th</sup> November, 2025 have approved the Scheme of Amalgamation and have made due intimation to the stock exchange(s) where the shares of the Company are listed. Further, in accordance with Section 233 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2025, notice to Registrar of Companies, West Bengal ( 03-12-2025 ) , the Income Tax Department( 03-12-2025 ) ,the Official Liquidator, High Court, Calcutta(03-12-2025), Reserve Bank of India, Kolkata (03-12-2025) , Securities and Exchange Board of India , Eastern Regional Office( 03-12-2025 ) and other persons have already been given inviting their comments/suggestions/observations/approval to the proposed scheme. However, No Observation/ suggestions has been received from the Registrar of Companies, West Bengal, the Income Tax Department and Official Liquidator, High Court, Calcutta, Reserve Bank of India and Bombay Stock Exchange for modification in the Scheme.
25. A copy of the Scheme along with Statement under Section 230(3) of the Companies Act, 2013 read with sub rule (3) of rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2025, the Declaration of Solvency made in pursuance of clause (c) of sub-section (1) of section 233 of the Act, can be obtained from the registered office of the Transferee Company.
26. In terms of SEBI Circular No. CFD/DIL3/CIR/2018/2 January 03, 2018 the Company has filed the draft schemes with the Stock Exchanges for the purpose of disclosures and the Stock Exchanges has disseminated the scheme documents on their websites.
27. The Board of Directors of the Company have appointed **ADVOCATE AISHA AMIN** as Scrutinizer for the said meeting. **Ms. AISHA AMIN, (Ph. No 8981204500 email: [adv.aishaamin@gmail.com](mailto:adv.aishaamin@gmail.com) )** has communicated her willingness to be appointed and will be available for same purpose. The Scrutinizer appointed for this meeting shall upon conclusion of the meeting download the results from the CDSL portal and thereafter compile and submit her report to the Chairman of the meeting. The Chairman shall announce the results of meeting on Monday,23rd February, 2026.
28. The result of the voting will also be displayed on the Notice Board at the Registered Office of the Company and shall also be posted on the Company's website: <https://www.gamco.co.in> besides communicating the same to the Stock Exchanges. The result of the voting will also be informed to CDSL.
29. Mr.Vinay Kumar Goenka, DIN 01687463 Director of the Company will be the Chairman of the said meeting.

30. Members may contact either Mr. RISBH KUMAR SINGHI ,Company Secretary (email: tradevisco@gmail.com, Contact : 8100578596), or Mr. RAJEEV GOENKA, Managing Director (email: tradevisco@gmail.com , Contact No: 8100578596), for any grievances connected with voting by electronic means at the Registered Office of the Company at **25A, S.P. Mukherjee Road, 3rd floor, Bhawanipore, Kolkata, West Bengal, India,700025.**

31. **Instructions for attending the meeting through Video Conferencing and for voting through e-voting system; and remote e-voting process are given separately.**

**CDSL e-Voting System  
For e-voting and Joining Virtual meetings.**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
2. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, scrutinizer, etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.gamco.co.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e.[www.evotingindia.com](http://www.evotingindia.com).
6. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1** : Access through Depositories CDSL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 17TH February,2026 at 9.00 A.M and ends on 19TH February,2026 at 5.00 P.M During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of e voting 13TH February,2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cDSLindia.com/myeasi/home/login">https://web.cDSLindia.com/myeasi/home/login</a> or visit <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cDSLindia.com/myeasi/Registration/EasiRegistration">https://web.cDSLindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> home page or click on <a href="https://evoting.cDSLindia.com/Evoting/EvotingLogin">https://evoting.cDSLindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(v) After entering these details appropriately, click on “SUBMIT” tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for **GAMCO LIMITED** on which you choose to vote.

(ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [vinay.goenka1984@gmail.com](mailto:vinay.goenka1984@gmail.com), [adv.aishaamin@gmail.com](mailto:adv.aishaamin@gmail.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013 / EXPLANATORY STATEMENT UNDER SECTION 233 OF THE COMPANIES ACT, 2013 AND RULE 25 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) AMENDMENT RULES, 2025, READ WITH SECTION 102 OF THE COMPANIES ACT, 2013.**

1. A Scheme of Amalgamation ("Scheme") is proposed between the Wholly Owned Subsidiary namely - Complify Trade Private Limited (Transferor Company) with GAMCO LIMITED (Transferee Company) – Holding Company pursuant to Section 233 of the Companies Act , 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2025 and the same was approved by the Board of Directors of the Transferee Company and Transferor Company at their respective meetings held on 20.11.2025 with Appointed Date being 01st day of the relevant Quarter in the financial year in which the order sanctioning and confirming the Scheme of Amalgamation is passed by the Sanctioning Authority.
2. The Company intends to file an application seeking approval of Scheme of Amalgamation ("Scheme") of Wholly Owned Subsidiary namely - Complify Trade Private Limited (Transferor Company) with GAMCO LIMITED (Transferee Company) – Holding Company and their respective shareholders and creditors with Regional Director, East Region, Ministry of Corporate Affairs, Kolkata under Fast Track Merger under Section 233 of the Companies Act, 2013.
3. The Company has also served notices (CAA-9) along with the proposed Scheme with Registrar of Companies, West Bengal, the Income Tax Department, the Official Liquidator, High Court, Calcutta, Reserve Bank of India, Kolkata and Bombay Stock Exchange and other persons inviting their comments/suggestions/observations/approval to the proposed scheme.having jurisdiction over the affairs of the Company seeking their objections / suggestions to the said scheme as required under section233(1)(a) of the Act and rules made there under.
4. The Transferee Company and Transferor Company have not received any observation on the Scheme furnished to Statutory Authorities.
5. In terms of Section 233 the Transferee Company and Transferor Company have drawn Solvency Statement as on 30.09.2025 and have filed the same with the Registrar of Companies.
6. There are Secured Creditors/Borrowings in the Transferee Company and NIL Secured Creditors/Borrowings in the Transferor Company as on 15.12.2025. Similarly, there are Unsecured Creditors/Borrowings in the Transferee Company and NIL Unsecured Creditors/Borrowings in the Transferor Company as on 15.12.2025.
7. The Transferor Company will convene a separate meeting of the Equity Shareholders to be held on 16-02-2026 for seeking their approval to the proposed Scheme of Amalgamation.
8. The Scheme once approved in the meeting will be subject to approval by the Hon'ble Regional Director, Eastern Region, Ministry of Corporate Affairs, having their office at Kolkata.
9. The Board recommends the resolution for the approval of the Shareholders.

**This statement is being furnished as required under Section 233 and Section 102 of the Companies Act, 2013 ("the Act") read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2025 ("the Rules").**

**RULE 6(3)(i)**

**Details of the order of the Tribunal directing the calling, convening and conducting of the meeting:-** The clause is not applicable.

**RULE 6(3)(ii)**

**Details of the Companies:**

**TRANSFeree COMPANY**

1	CIN	L57339WB1983PLC035628
2	Permanent account Number	AAACV8685R
3	Name of the Company	GAMCO LIMITED
4	Date of Incorporation	03/01/1983
5	Type of Company	LISTED COMPANY
6	Registered Office of the company and email ID	25A, S.P. Mukherjee Road, 3rd floor, Bhawani pore, Kolkata, West Bengal, India, 700025 EMAIL: tradevisco@gmail.com
7	<b>Main Objects of the Company as per the Memorandum of Association</b>	
	1. To carry on all or any of the business of buyers, sellers ,producers ,suppliers, traders , importers, exporters, brokers, agents, stockiest, distributors & dealers of and in all kinds of agricultural produce, food products,	

		forest, forest products, marine products , industrial products, oil consumers and household goods, machinery & spare parts, cotton wool silk, handicraft, readymade garments, jute & jute products, coal, cement & its allied products, chemicals, building material, plastic products, electronic parts & devices, iron & steel products, precious stone , curious jewellery, paper & paper board, tea, coffee, fertilizer, agricultural implements, rubber & rubber products, leather products, metals & minerals, pharmaceutical products, paints, proprietary articles of all kinds and generally to carry on business of merchants, export house, for goods and merchandise of any other description for carrying on all such business in India or abroad.
		2. To act and carry on business of consultants, advisors, registrars and share transfer agents of companies, industrial enterprises, firms or persons.
		3. To purchase or otherwise acquire, sell, dispose of, manage , lease, turn to account and deal in real & particular lands , buildings, hereditaments, business concerns and undertakings, mortgages, charges ,annuities, patents, license, concession, options, policies, book debts, claims, merchandise and other property in India or elsewhere and any interest in real or personal property and any claims against any person or company and as regards land to develop the resources thereof by improving and constructing commercial and residential buildings, markets, hospitals and public and private work of all kinds .
8	Details of change of name registered office and objects of the Company during the last five years	The name of the company changed from Visco Trade Associates Limited to Gamco Limited with effect from 04.12.2024. Registered office of the company shifted from 1, British Indian Street, Old Building, 1 <sup>st</sup> Floor, Room No.: 109, Kolkata – 700069, West Bengal to P-45, Goragacha Road, New Alipore, Kolkata-700053, West Bengal with effect from 24.05.2023. Later the Registered office of the company again shifted from P-45, Goragacha Road, New Alipore, Kolkata-700053, West Bengal to 25A, S.P. Mukherjee Road, 3rd Floor, Bhawanipore, Kolkata-700025, West Bengal with effect from 12.02.2025.
9	Name of stock exchanges (s) where securities of the company are listed, if applicable	The Bombay Stock Exchange Limited
10	Details of the capital structure of the company as on 20.11.2025	
	<b>AUTHORISED SHARE CAPITAL</b>	
	7,50,00,000 Equity Shares of Rs. 2/- each	RS 15,00,00,000/-
	<b>TOTAL</b>	<b>RS 15,00,00,000/-</b>
	<b>ISSUED SUBSCRIBED &amp; PAID UP SHARE CAPITAL</b>	
	5,40,31,500 Equity Shares of Rs. 2/- each	RS 10,80,63,000/-
	<b>TOTAL</b>	<b>RS 10,80,63,000/-</b>
11	Name of the promoters and directors along with their address	
<b>A</b>	<b>PROMOTERS</b>	
	NAME	ADDRESS
1	RAJEEV GOENKA	Satyam Towers, 3 Alipore Road, Kolkata- 700027
2	GOLDEN GOENKA CREDIT PRIVATE LIMITED	25A S. P Mukherjee Road, Kolkata -700025
3	RASHI GOENKA	Satyam Towers, 3 Alipore Road, Kolkata- 700027
4	RAJ GOENKA	Satyam Towers, 3 Alipore Road, Kolkata- 700027
5	NIKITA GOENKA	Satyam Towers, 3 Alipore Road, Kolkata- 700027
6	RAJEEV GOENKA HUF	18, Merlin Chamber, British India Street, Dalhousie, Kolkata-700069
<b>B</b>	<b>DIRECTORS (as on 20.11.2025)</b>	
	NAME	ADDRESS
	VINAY KUMAR GOENKA	SATYAM TOWERS, 3 ALIPORE ROAD, KOLKATA -700027
	DINESH ARYA	3A, Navjeevan, 541A, Hazra Road, Kolkata-700019
	NITIN DAGA	136 JESSORE Road, Block-1, Kolkata- 700055
	DIPAK SUNDARKA	55, BLOCK D, BANGUR AVENUE, SOUTH DUMDUM, KOLKATA – 700055
	RAJEEV GOENKA	SATYAM TOWERS, 3 ALIPORE ROAD, KOLKATA -700027
	RHYTHM ARORA	C-346, SEC-B, Mahanagar, Lucknow- 226006
	AYUSHI KHAITAN	109, Dwarik Jungle Road, Uttarapara, Hooghly-712232

#### TRANSFEROR COMPANY

1	CIN	U46909WB2023PTC265383
2	Permanent account Number	AALCC3481H
3	Name of the Company	COMPLIFY TRADE PRIVATE LIMITED
4	Date of Incorporation	04/10/2023
5	Type of Company	PRIVATE LIMITED
6	Registered Office of the company and email ID	P-45, GORA GACHA ROAD, KOLKATA -700053 EMAIL : <a href="mailto:complifytrade@gmail.com">complifytrade@gmail.com</a>
7	Main Objects of the Company as per the Memorandum of Association	

	<p>1. To carry on the business as. distributors, agents, traders, merchants, contractors, brokers and otherwise deal in merchandise and articles of aukinds including clearing agents, freight contractors, forwarding agents, licensing agents, general brokers, and to carry any kind of commercial business. To carry on all of any of the business as buyers, sellers, suppliers, growers, processors, traders, merchants, indentures brokers, agents, assemblers, stockiest of goods and commodities of any kind to work as commission agents, brokers, contractors, processors order suppliers and dealing agents.</p> <p>2. To take or otherwise acquire and hold shares, stocks, debentures or other securities of or interests in any other Company having purposes altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company;</p>	
	<p>3. To form, incorporate or promote any Company or companies, whether in India- or in any foreign country having amongst its or their purposes the acquisition of all or any of the assets or control, management or development of the Company or any other purposes or purpose which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered in obtaining subscriptions for or placing or assisting to place or to obtain subscriptions for or for guaranteeing the subscription of the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of the Company or any stock, shares, bonds, debentures, obligations or securities of any other Company held or owned by the Company or in which the Company may have an interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other Company in which the Company may have an interest.</p>	
	<p>4. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self-use or for earning rental income thereon by letting out individual units comprised in such building(s).</p>	
8	Details of change of name, registered office and objects of the Company during the last five years	There was no change in the name, registered office and objects of the Company since its incorporation.
9	Name of stock exchanges (s) where securities of the company are listed, if applicable	Unlisted Company
10	Details of the capital structure of the company	
	AUTHORISED SHARE CAPITAL	
	2,70,000 Equity Shares of Rs. 10/- each	Rs. 27,00,000/-
		<b>TOTAL</b> <b>Rs. 27,00,000/-</b>
	ISSUED , SUBSCRIBED & PAID UP SHARE CAPITAL	
	10,000 Equity Shares of Rs.10/- each fully paid-up	Rs. 1,00,000/-
		<b>TOTAL</b> <b>Rs. 1,00,000/-</b>
11	Name of the promoters and directors along with their address	
A	PROMOTERS	
	GAMCO LIMITED	25A, S.P. Mukherjee Road, 3rd floor, Bhawanipore, Kolkata, Kolkata 700025, West Bengal, India
B	DIRECTORS (as on 20.11.2025)	
	MANJULA HURIA	8/3, Natabar Dutta Road, Muchipara, Kolkata-700012
	SANJAY AGARWAL	53/12/2, Banbihari Bose Road, Howrah-711101

#### **RULE 6(3)(iii)**

**If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies.**

The Transferor Company i.e Complify Trade Private Limited (Transferor Company) is Wholly Owned Subsidiary of GAMCO LIMITED (Transferee Company).

#### **RULE 6(3)(iv)**

**The date of the Board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution;**

The Board of Directors of the Transferor Company and the Transferee Company at their respective board meetings held on 20.11.2025 unanimously approved and adopted the proposed Scheme of Amalgamation.

**TRANSFEROR COMPANY**

**Directors Present** – Manjula Huria and Sanjay Agarwal

**Directors Present and Voted For** – Manjula Huria and Sanjay Agarwal

**Directors Present and Voted Against – NONE**

**Directors Present and did not vote - NONE**

**TRANSFeree COMPANY**

**Directors Present** – Vinay Kumar Goenka, Dinesh Arya, Nitin Daga, Dipak Sundarka, Rajeev Goenka, Rhythm Arora, Ayushi Khaitan

**Directors Present and Voted For** – Vinay Kumar Goenka, Dinesh Arya, Nitin Daga, Dipak Sundarka, Rajeev Goenka, Rhythm Arora, Ayushi Khaitan

**Directors Present and Voted Against- NONE**

**Directors Present and did not vote - NONE**

**RULE 6(3)(v)****a. Parties involved in such compromise or arrangement:**

The Scheme provides for the Merger of Complify Trade Private Limited (Transferor Company) with GAMCO LIMITED (Transferee Company) The Transferor Company is the wholly owned subsidiary of the Transferee Company. The parties involved in the scheme of amalgamation are the shareholders, creditors of Transferor Company and Transferee Company.

**b. In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any:**

**'Appointed Date'** means the 01st day of the relevant Quarter in the financial year in which the order sanctioning and confirming the Scheme of Amalgamation is passed by the Sanctioning Authority or such other date as may be fixed by the Central Government or such other authority having jurisdiction under law.

**'Effective Date'** means the last of the dates on which the certified or authenticated copy of the orders of the Regional Director, Ministry of Corporate Affairs or by the Hon'ble National Company Law Tribunal, Kolkata Bench, in the event the scheme is referred by the Central Government to the National Company Law Tribunal, sanctioning the Scheme are filed with the Registrar of Companies by the **TRANSFEROR COMPANY** and by the **TRANSFeree COMPANY**. Any references in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" or "Scheme taking effect" shall mean the Effective Date.

The Transferor Company is wholly owned subsidiary of the Transferee Company. As a result, upon the scheme become effective, NO SHARES of the Transferee Company shall be allotted in lieu or exchange of its holding in the Transferor Company and the entire issued, subscribed and paid-up capital of the Transferor Company shall stand cancelled.

With effect from the Appointed Date and upon the Scheme becoming effective, COMPLIFY TRADE PRIVATE LIMITED ("Transferor Company") as a going concern, along with all its assets, liabilities, contracts, employees, licenses, records, approvals, etc. shall, without any further act, instrument or deed, stand amalgamated with and be vested in or be deemed to have been vested in GAMCO LIMITED ("Transferee Company") as a going concern.

**c. Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any; and the declaration that the valuation reports is available for inspection at the registered office of the company;**

The Transferor Company and the Transferee Company have not obtained the Valuation Report as no shares will be issued pursuant to the Scheme. Accordingly no valuation report is available for inspection.

**d. Details of capital/debt restructuring, if any;**

There is No Corporate Debt Restructuring.

With effect from the Appointed Date and upon the Scheme becoming effective, without any further acts or deeds on the part of the Transferee Company and notwithstanding anything contained in Section 13 and 61 of Companies Act, 2013, the post-merger Authorized Share capital of the Transferee Company shall get increased by the amount of authorized share capital of the transferor company.

The Clause V of the Memorandum of Association of the Transferee Company shall stand altered to give effect to the same with effect from the Effective Date.

Upon coming into effect of the Scheme, Clause V of the Memorandum of Association of the Transferee Company shall without any further act, deed or instrument be substituted as follows:

*"The Authorised Share Capital of the Company Rs.15,27,00,000/- (Rupees Fifteen Crores Twenty*

*Seven Lakhs only) divided into 7,63,50,000 (Seven crores sixty three lakhs fifty thousand only) equity shares of Rs.2/- (Rupees Two only) each, with the power to increase and decrease such capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions, subject to the provisions of the Companies Act, 2013."*

**e. Rationale for the compromise or arrangement**

- a. The transferor company is wholly owned subsidiary of the transferee company and most of the resources including surplus funds are utilized in various instruments for financial gain will by way of this merger facility greater combined financial strength and flexibility and more efficient management thereof, to maximise overall shareholder value.
- b. To achieve cost savings from more focused operational efforts, rationalisation, standardisation and simplification of business processes, productivity improvements and rationalization of administrative expenses.
- c. The consolidation of activities of the Transferor Company and the Transferee Company by way of merger will lead to operational synergies, greater productivity and economical operations for future growth of the Transferee Company.
- d. The merger will provide for pooling of the managerial, technical and financial resources of the Transferor Company and the Transferee Company which will help in increasing the competitiveness of the Transferee Company.
- e. The merger will result in economies of scale, reduction in overheads including administrative, managerial and other expenditure, operational rationalisation, organisational efficiency and optimal utilisation of resources.
- f. The merger will result in a significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by both the Transferor Company and the Transferee Company.
- g. The creditors, if any, are not adversely affected by the proposed merger as there is no compromise.

**f. Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable);**

Same as mentioned in Point (e) above;

**g. Amount Due to Creditors (Unsecured and Secured) (as on 15.12.2025)**

**Transferee Company – 2,52,35,51,947/- (Secured Creditors- 1,09,98,83,378/- and Unsecured Creditors- 1,42,36,68,569/-) as certified by the statutory auditor.**

**Transferor Company – (Secured Creditors- Nil and Unsecured Creditors –Nil) as certified by the statutory auditor.**

**RULE 6(3)(vi)**

**Disclosure about the effect of the scheme of amalgamation on:**

**(a) key managerial personnel; (b) directors; (c) promoters; (d) non-promoter members; (e) depositors; (f) creditors; (g) debenture holders; (h) deposit trustee and debenture trustee; (i) employees of the company:**

The rights and interests of the aforesaid parties will not be prejudicially affected post the sanction of scheme of Amalgamation and necessary references/disclosures to the same is mentioned at respective places in the scheme of amalgamation attached herewith.

**RULE 6(3)(vii)**

**Disclosure about the effect of the Scheme on the material interests of directors and key Managerial Personnel and Debenture Trustee.**

The Directors of the Transferee Company and relatives of the aforementioned persons may be deemed to be concerned and / or interested in the Scheme only to the extent of their shareholding. The Scheme of amalgamation has no impact on the material interests of directors, Key Managerial Personnel of the Company. The Company does not have any Debenture Trustee.

**RULE 6(3)(viii)**

**Investigation or proceedings, if any, pending against the company under the Act.**

There are no pending proceedings against the Company.

**RULE 6(3)(ix)**

**Details of the availability of the following documents for obtaining extract from or for making or**

**obtaining copies of or for inspection by the unsecured creditors, namely;**

The following Documents and other relevant documents are available for obtaining extract or for making/ obtaining copies of or for inspection on all working days between 10:00 A.M. to 5:00 PM at the registered office, by the members and creditors. Any member/creditor seeking an extract or copies or inspect the same can send an email to [tradvisco@gmail.com](mailto:tradvisco@gmail.com)

- a. Latest audited financial statements of the company including consolidated financial statements;
- b. Copy of proposed Scheme of Amalgamation;
- c. Memorandum and Articles of Association of the Transferee Company and the Transferor Company;
- d. Declaration of Solvency along with Auditors certificate of the Transferee Company;
- e. The Certificate issued by the Auditor of the Company to the effect that the accounting treatment, if any, proposed in the Scheme of Compromise or Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
- f. Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;

**RULE 6(3)(x)**

**Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other government authorities required, received or pending for the purpose of scheme of compromise or arrangement.**

The Company has filed Form CAA-9 and Form CAA-10 as per Rule 25(1) of the Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2025 with Registrar of Companies and submitted the said forms to the Official Liquidator (OL). The Company has further submitted Scheme of Amalgamation to the Income Tax department of the Transferor Company and Transferee Company for their consent. The Transferee and Transferor Company will seek necessary approvals/ sanctions/ no-objections from certain Regulatory and Governmental Authorities as and when required to obtain the same.

Approval of Stock Exchange is not required in terms of SEBI Circular for fast-track mergers.

The scheme of Amalgamation after the approval of members is subject to approval of the Regional Director, Eastern Region, Kolkata, Ministry of Corporate Affairs (MCA).

A copy of the Scheme of Amalgamation, Explanatory Statement and Proxy Form may also be obtained from the Registered Office of the Company.

**By Order of the Board**

**For : GAMCO LIMITED**

**S/d**

**RISBH KUMAR SINGHI**

**Company Secretary & Compliance Officer**

**Membership No.: A52762**

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**Place: Kolkata**

**Date: 22-01-2026.**