



GAMCO LIMITED

(Formerly known as Visco Trade Associates Limited)

Regd. Office: 25A, S.P. Mukherjee Road, 3rd floor, Bhawanipore, Kolkata- 700025

CIN: - L57339WB1983PLC035628; Contact No.: 8100578596;

E-Mail:- tradevisco@gmail.com; Website: - www.viscotradeassociates.in

Date: 21.02.2025

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
Scrip Code: 540097

Dear Sir/ Madam,

Subject: Notice of Book Closure, e-voting, Cut-off date for Extra-Ordinary General Meeting of the Company

This is to inform you that the Extra-Ordinary General Meeting (EGM) of the Company is schedule to be held on Saturday, 15th March, 2025 at 12:30 P.M. through Video Conferencing ("VC")/Other Audio- Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India ("relevant circulars"). We enclosed herewith EGM Notice.

Further, notice is hereby given that pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 09th March, 2025 to Saturday, 15th March, 2025 (both days inclusive).

The remote e-voting period begins on Wednesday, 12th March, 2025 at 9:00 A.M. and ends on Friday, 14th March, 2025 at 5:00 P.M.

The Company has fixed Saturday, 8th March, 2025 as the "Cut-off Date" for the purpose of determining the members eligible to vote on the resolutions set out in the Notice.

In compliance with the relevant circulars, the Notice conveying the said EGM, thereto, is being sent to all the members of the Company whose email addresses are registered with the company/Depository Participant(s) within the time as required under the Companies Act 2013.

You are requested to inform your members accordingly and display this to your Notice Boards Website.

You are requested to take the aforesaid information on record.

Yours faithfully,
For, **GAMCO LIMITED**

Megha Patodia
Company Secretary
Membership No. – A48639



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NOTICE OF EXTRA-ORDINARY GENERAL MEETING
(Virtual Mode only)

Notice is hereby given that the Extra-Ordinary General Meeting ('EOGM') of the Members of GAMCO LIMITED ("the Company") will be held on Saturday, 15th day of March, 2025 at 12:30 P.M. IST through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') for which purpose the Registered Office situated at 25A, S.P. Mukherjee Road, 3rd floor, Bhawanipore, Kolkata- 700025, shall be deemed as the venue for the meeting and proceedings of the EOGM shall be deemed to be made thereat, to transact following businesses:

SPECIAL BUSINESS:

Item No. 1: Increase in Authorised Share Capital of the Company

To consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the Company be and is hereby accorded, to increase the Authorised Share Capital of the Company from Rs. 5,65,30,000 (Rupees Five Crore Sixty-Five Lakhs and Thirty Thousand Only) divided into 2,82,65,000 (Two Crore Eighty-Two Lakhs and Sixty-Five Thousand Only) Equity Shares of Rs. 2/- (Rupees Two Only) each to Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs Only) Equity Shares of Rs. 2/- (Rupees Two Only) each by creation of additional 4,67,35,000 (Four Crore Sixty-Seven Lakhs and Thirty-Five Thousand Only) Equity Shares of Rs. 2/- (Rupees Two Only) each.

“RESOLVED FURTHER THAT the existing capital Clause V of the Memorandum of Association of the Company be substituted with the following clause:

“The Authorised Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs 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.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to execute all documents, deeds and writings, including but not limited to preparing, executing and filing necessary forms, applications, documents with Registrar of Companies, Stock Exchanges, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary in this regard.”

Item No. 2: Issue of Bonus Shares

To consider and if thought fit, to pass the following resolution, as an Ordinary Resolution:

“RESOLVED THAT in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the relevant provisions of



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the Memorandum and Articles of Association of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard, the consent of the shareholders of the Company be and is hereby accorded to capitalize a sum of Rs. 6,00,35,000/- (Rupee Six Crore Thirty-Five Thousand Only) standing to the credit of the Security Premium, for the purpose of issuance of bonus shares of Rs. 2/- (Rupees Two Only) each, credited as fully paid-up equity shares to the holders of existing equity share(s) of the Company whose names appear in the Register of Members maintained by the Company and the List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date to be determined by the Board for the purpose (which expression shall also include a Committee thereof/CMD), in the proportion of 5 (Five) Bonus Equity Share(s) each for every 4 (four) existing Equity Share(s) of Rs. 2/- (Rupees Two Only) each held by the Members/Beneficial Owners and that the Bonus Shares so distributed shall, for all purposes, rank pari passu with the existing Equity Share(s) and shall be treated as increase in the paid-up share capital of the Company”.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the applicable approval, if any.

RESOLVED FURTHER THAT pursuant to SEBI (ICDR) Regulations and Listing Regulations, the allotment of shares in bonus issue shall be made only in dematerialised form and thus, in case of members who hold equity shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company or to any Committee thereof and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard including taking all necessary steps required to deal with fractional bonus shares, if any and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.



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Item No. 3: Appointment of Mr. Nitin Daga (DIN: 08606910), as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Regulation 17 and all other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and pursuant to the recommendation by Nomination and Remuneration Committee and Board of Directors, Mr. Nitin Daga (DIN: 08606910), who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) with effect from 12th February, 2025 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 12th February, 2025 to 11th February, 2030 and whose period of office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Item No. 4: Increase in the Borrowing Limits of the Company

To consider and if thought fit, to pass the following resolution, as a Special Resolution:

“RESOLVED THAT in supersession of the earlier resolution passed and pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the “Board”) to borrow such sum of moneys, as and when required at its discretion, with or without security from banks(s), Financial Institution(s), any Body Corporate entity(ies), authority(ies), through suppliers credit, through any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time and upon such terms and conditions as the Board or Committee thereof may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company, if any, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital of the company and its free reserves provided that, the total amount so borrowed by the Board at any point of time, shall not exceed a sum of Rs. 500 crores (Rupees Five Hundred Crores Only) or limits so prescribed under Section 180(1) (c) as may be amended from time to time, whichever is higher.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorised to do or cause to be done all such acts, matters, deeds and things including without limitation of finalization and/or execution and/or filing of any document, form, applications etc. that may be required for the purpose of giving effect to this resolution, in its absolute discretion, without being required to



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seek any fresh approval of the members of the Company and to settle any queries, difficulties, doubts that may arise in relation to this resolution.”

Item No. 5: Approve creation of charges, mortgages, hypothecation on the immovable and movable properties of the company under section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution, as a Special Resolution:

“**RESOLVED THAT** in supersession of the earlier resolution passed and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and subject to other approvals, if applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities, Company and the Board of Directors of the Company be and are hereby authorized to create such mortgages and/or charges and/or hypothecation and/or other encumbrances on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company wherever situate, present and future in favour of or for the benefit of the Lender, from whom the Company has/or proposed/proposes to borrow money/sums of moneys by way of loans including without limitation term loans, working capital loans, discounting of bills, inter corporate deposits or such other financial facilities and/or instruments permitted to be issued by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/to be entered into by the Board of Directors of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorised to do or cause to be done all such acts, matters, deeds and things including without limitation of finalization and/or execution and/or filing of any document, form, applications etc. that may be required for the purpose of giving effect to this resolution, in its absolute discretion, without being required to seek any fresh approval of the members of the Company and to settle any queries, difficulties, doubts that may arise in relation to this resolution.”

**By Order of the Board of Directors
For GAMCO Limited**

Sd/-

Megha Patodia

Company Secretary

ICSI Membership No.: ACS 48639

Place: Kolkata

Date: 20th February, 2025

Registered Office

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NOTES:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 09/2024 dated 19th September 2024 read with other previous MCA General Circulars No. 09/2023 dated 25th September 2023, 10/2022 dated 28th December 2022, 02/2022 Dated 5th May 2022, No. 20/2020 dated 5th May 2020, No. 17/2021 dated 13th April 2021 and No. 14/2021 dated 8th April 2021 (collectively referred to as “MCA Circulars”), and various circulars issued by Securities and Exchange Board of India (“SEBI”) followed by latest Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as “Circulars”) has permitted the holding of General Meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue.
2. In compliance with the aforesaid MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), this Extra Ordinary General Meeting (“Meeting” or “EOGM”) of the Company is being held through VC / OAVM. The proceedings of the EOGM are deemed to be conducted at the Registered Office of the Company situated at 25A, S.P. Mukherjee Road, 3rd floor, Bhawanipore, Kolkata – 700025.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this EOGM is being held pursuant to the MCA circulars through VC or OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this EOGM and hence the proxy form, attendance slip and route map of EOGM are not annexed to this notice.
4. In compliance with the aforesaid MCA Circulars, Notice of the EOGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Notice of EOGM to those Members who request the same at tradevisco@gmail.com mentioning their Folio No./DP ID and Client ID. Members may note that the EOGM Notice has been uploaded on the website of the Company: <https://www.viscotradeassociates.in/>, and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and is also available on the website of CDSL - <https://www.evotingindia.com>.

To support the “Green Initiative”, Members who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the aforesaid documents are required to register their e-mail addresses by sending an e-mail to mdpldc@yahoo.com/tradevisco@gmail.com or by contacting at the following address:

i) Maheshwari Datamatics Private Limited, 5th floor, 23, RN Mukherjee Rd, Esplanade, Lal Bazar, Kolkata, West Bengal 700001.

Or

ii) In the case of Shares held in Demat Mode – The shareholders are requested to contact their respective Depository Participant (“DP”).



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After the successful submission of the e-mail address, RTA/CDSL will e-mail a copy of this Notice along with the e-Voting user ID and password. In case of any queries, Members may write to mdpldc@yahoo.com or tradevisco@gmail.com

5. Institutional Investors/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc), who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the EOGM through VC or OAVM or to vote through remote e-voting are requested to send a scanned copy (PDF/JPEG Format) of a certified copy of the Board Resolution or Governing Body Resolution/Authorisation etc, authorising its representative to attend the EOGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to patnibl@yahoo.com with copies marked to the Company at tradevisco@gmail.com and to its RTA at mdpldc@yahoo.com, not later than 48 hours before the scheduled time of the commencement of the Meeting.
6. Corporate Members/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on the “Upload Board Resolution/Authority Letter” displayed under the “e-Voting” tab in their login.
7. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning Special Businesses, as set out above is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at the EOGM are provided as an annexure to the Notice.
8. Members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date i.e., Saturday, 8th March, 2025.
10. Members who have cast their vote by remote e-voting prior to the EOGM may also attend/ participate in the EOGM through VC / OAVM but shall not be entitled to cast their vote again.
11. The Members can join the EOGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the EOGM, without restriction on account of a first come first served basis.
12. The Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, 9th March, 2025, to Saturday, 15th March, 2025 (both days inclusive) for the purpose of Extra Ordinary General Meeting.



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13. In terms of Regulation 294(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Bonus Shares shall be issued in dematerialized form only. Hence, the physical Members are hereby requested to dematerialize their shares on or before the record date in order to claim their bonus shares
14. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Saturday, 8th March, 2025 only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM through e-voting. Any person, who acquires shares of the Company and become member of the Company after sending the notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at mdpldc@yahoo.com.
15. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, Maheshwari Datamatics Private Limited for assistance in this regard.
16. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. The consolidation will be processed in demat form.
18. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
19. Members are requested to comply with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 regarding furnishing of PAN, full KYC details and Nomination by the holders of physical securities to avoid freezing of folios. The Company has intimated the concerned security holders about the folios which are incomplete in terms of the said SEBI Circular.
20. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should



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- be obtained from the concerned Depository Participant and holdings should be verified from time to time.
21. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the EOGM and Members at the EOGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings the EOGM. Members who have cast their vote by remote e-voting prior to the EOGM will also be eligible to participate at the EOGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through e-Voting.
 22. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), the MCA Circulars, and the Secretarial Standard on General Meeting (SS2) issued by the Institute of Company Secretaries of India the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the EOGM will be provided by CDSL.
 23. The remote e-voting period commences on Wednesday, 12th March, 2025 (9:00 A.M.) and ends on Friday, 14th March, 2025 (5:00 P.M.). During this period member of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Saturday, 8th March, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter at 5:00 P.M. on Friday, 14th March, 2025. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 24. The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the EOGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the EOGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.
 25. Mr. Babu Lal Patni, Practicing Company Secretary (Membership No. F2304 & CP No.1321) has been appointed as the Scrutinizer by the Board for providing a facility to the Members of the Company to scrutinize the remote e-Voting process before the EOGM as well as remote e-Voting during the EOGM fairly and transparently.
 26. Members are encouraged to submit their questions in advance concerning any matter to be placed at the EOGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to reach the Company's email address at tradevisco@gmail.com before 5:00 P.M. (IST) on Friday, 7th March, 2025. Queries that remain unanswered at the EOGM will be appropriately responded to by the Company at the earliest, post the conclusion of the EOGM.
 27. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile at tradevisco@gmail.com before 5:00 P.M.



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(IST) on Friday 7th March, 2025. Only those Members who have pre-registered themselves as a speaker on the dedicated email id tradevisco@gmail.com will be allowed to express their views/ask questions during the EOGM.

28. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.

29. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EOGM.

30. In case of joint shareholders attending the meeting, joint holder whose name is higher in the order of names will be entitled to vote.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EOGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

The remote e-voting period commences on Wednesday, 12th March, 2025 (9:00 A.M.) and ends on Friday, 14th March, 2025 (5:00 P.M.) (IST). During this period, Members holding shares as on Saturday, 8th March, 2025 i.e. cut-off date, may cast their vote electronically.

The remote e-voting module shall be disabled by CDSL 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. Saturday, 8th March, 2025 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 of the cut-off date, Saturday, 8th March, 2025.

i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** as amended from time to time, 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.

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

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL's 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 use your existing my easi username & password.



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	<p>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 & voting during the meeting. Additionally, there is also links provided to access the system 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>
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<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a 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 eVoting” 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 redirected to e-Voting website of NSDL for casting your vote during the remote eVoting period or joining virtual meeting & voting during the meeting.</p> <p>2. 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</p>
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	<p>name or e-Voting service provider i.e. NSDL and you will be redirected to eVoting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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> 
<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<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. 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’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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 above mentioned 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	HELPPESK DETAILS
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43 and toll free no. 1800 22 55 33.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and toll free No.: 1800 1020 990 and 1800 22 44 30</p>

- (i) Login method for remote e-Voting and joining virtual meeting for Physical shareholders and shareholders other than individual holding shares in demat form.
 - a. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - b. Click on “Shareholders” tab.
 - c. Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters



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- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f. If you are a first time user follow the steps given below:

PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING SHARES IN DEMAT FORM	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field.

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant Company Name i.e. GAMCO LIMITED on which you choose to vote.
- k. 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.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



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- o. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - p. If Demat account holder has forgotten the same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (ii) Note for Institutional Shareholders & Custodians:
- a) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) After receiving the login details, they have to create a compliance user which 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.
 - d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) 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.

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

- a. The procedure for attending the meeting & e-Voting on the day of the EOGM is same as the instructions mentioned above for Remote e-voting. Shareholders can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting.
- b. 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 Remote e-voting.
- c. 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 EOGM.
- d. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- e. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f. 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.
- g. 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 02 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at tradevisco@gmail.com. The shareholders who do not wish to speak during the EOGM but have queries may send their queries as per schedule mentioned above mentioning their name, demat account number/folio number, email id, mobile number at tradevisco@gmail.com. These queries will be replied to by the company suitably by email.
- h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- i. Only those shareholders, who are present in the EOGM 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 EOGM.



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- j. If any Votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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:

- a) 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 at tradevisco@gmail.com/ RTA email id at mdpldc@yahoo.com
- b) For Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
- c) 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 EOGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cDSLindia.com or contact at 022-23058738 and 022-23058542/43.

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 or call on toll free no. 1800 22 55 33.

During the EOGM, The Chairman shall formally have proposed to the Members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the EOGM, if already not voted through remote e-voting. Voting at EOGM shall be kept open for a period of 30 minutes after the EOGM ends.

Scrutinizer shall, after the 30 minutes of conclusion of the meeting will unblock the votes cast during the meeting and through remote e-voting in the presence of at least two witnesses not in employment of the Company and within a period not exceeding 48 hours from the conclusion of the Meeting make a consolidated Scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The result declared along with the Scrutinizer's report shall be placed on the Company's website <https://www.viscotradeassociates.in/>. Further, immediately after the declaration of result by the Chairman or a person authorised by him in writing shall communicate to BSE Limited.



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Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, Disclosure under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India

This Explanatory Statement contains relevant and material information in accordance with applicable provisions of the Act and Rules made thereunder to enable the members holding Equity Shares of the Company to consider and approve the proposed Special Resolutions.

Item No. 1:

The Board of Directors of the Company in its meeting held on Thursday, 20th February, 2025 had subject to the approval of members of the Company and statutory authority(ies), if any, approved increase in Authorised Share Capital from Rs. 5,65,30,000 (Rupees Five Crore Sixty-Five Lakhs and Thirty Thousand Only) divided into 2,82,65,000 (Two Crore Eighty-Two Lakhs and Sixty-Five Thousand Only) Equity Shares of Rs. 2/- (Rupees Two Only) each to Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs Only) Equity Shares of Rs. 2/- (Rupees Two Only) each ranking pari passu with the existing Equity Shares in all respects, subject to shareholders approval of the Company. A copy of draft Memorandum and Association of the company shall be available for electronic inspection for members through electronic mode from Saturday, 22nd February, 2025 to Saturday, 15th March, 2025.

At present the Authorised Share Capital of the Company is Rs. 5,65,30,000 (Rupees Five Crore Sixty-Five Lakhs and Thirty Thousand Only) divided into 2,82,65,000 (Two Crore Eighty-Two Lakhs and Sixty-Five Thousand Only) Equity Shares of Rs. 2/- (Rupees Two Only) each, out which Paid Up Share Capital of the Company is Rs. 4,80,28,000 (Rupees Four Crore Eighty Lakhs and Twenty-Eight Thousand Only) divided into 2,40,14,000 (Two Crore Forty Lakhs and Fourteen Thousand Only) Equity Shares of Rs. 2/- (Rupees Two Only) each.

With the proposed issuance of Bonus Shares as detailed in Item No. 2, the paid-up capital of the Company will increase. In the overall interest of all stakeholders of the Company and in order to facilitate the issuance of Bonus Shares, it is proposed to increase the Authorized Share Capital of the Company. The increase in authorized capital would require consequential alteration in existing clause V of the Memorandum of Association of the Company.

Pursuant to the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company and/or their relatives is / are, in any way, concerned or interested in the said resolution, except to the extent of their shareholding in the Company, if any.



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Item No. 2:

The Authorized Share Capital of the Company is Rs. 5,65,30,000 (Rupees Five Crore Sixty-Five Lakhs and Thirty Thousand Only) divided into 2,82,65,000 (Two Crore Eighty-Two Lakhs and Sixty-Five Thousand Only) Equity Shares of Rs. 2/- (Rupees Two Only) each, out of which Paid Up Share Capital of the Company is Rs. 4,80,28,000 (Rupees Four Crore Eighty Lakhs and Twenty-Eight Thousand Only) divided into 2,40,14,000 (Two Crore Forty Lakhs and Fourteen Thousand Only) Equity Shares of Rs. 2/- (Rupees Two Only) each. The Security Premium as per the audited financial statement as on 31st March, 2024 is Rs. 2084.33 Lakhs. The Board of Directors at their meeting held on 20th February, 2025 have recommended the issuance of bonus shares in the proportion of 5:4 i.e. 5 (Five) new equity share of Rs. 2 each for every 4 (Four) existing equity share of Rs. 2/- each fully paid up held by the shareholders as on Record Date to be determined by the Board / Committee of the Board, by capitalization of a sum of Rs. 6,00,35,000/- (Rupee Six Crore Thirty-Five Thousand Only) from the Security Premium. The same is proposed to be applied in full by issuing at par 3,00,17,500 (Three Crores Seventeen Thousand Five Hundred Only) new equity shares of Rs. 2/- each as bonus shares. Consequently, the paid-up equity share capital of the Company would increase from Rs. 4,80,28,000 (Rupees Four Crore Eighty Lakh Twenty-Eight Thousand Only) to Rs. 10,80,63,000 (Rupees Ten Crore Eighty Lakhs Sixty-Three Thousand Only) crore consisting of 5,40,31,500 (Five Crore Forty Lakh Thirty-One Thousand Five Hundred Only) equity shares of Rs. 2/- each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities. As per the Articles of Association of the Company, it is necessary to obtain the approval of the members for issue of bonus shares by capitalization of reserves.

The issue of bonus shares, if approved by the shareholders, will be made in line with the provisions of Section 63 of the Companies Act, 2013, Listing Regulations, SEBI (ICDR) Regulations, or any other statutory provisions for the time being in force and subject to consents and approvals as may be required from the appropriate authorities.

Further, pursuant to Regulation 294(6) of SEBI (ICDR) Regulations, the allotment of shares in bonus issue shall be made in dematerialized form only, and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard.

Further, it is proposed to authorize the Board of Directors/ Committee of the Board of the Company to complete all the regulatory formalities as prescribed by SEBI, RBI, Stock Exchanges and other applicable approvals on which the Company's shares are listed and/ or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.



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Item No. 3:

In terms of the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company (“Board”) on 11th February, 2025, had appointed Mr. Nitin Daga (DIN: 08606910) as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. 12th February, 2025.

As per Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of independent director shall be subject to the approval of shareholders by special resolution.

In terms of the provisions of Section 149, 152 of the Companies Act, 2013 read with Schedule IV to the Act and Regulation 16 of the SEBI Listing Regulations, an Independent Director of a Company can be appointed for a term up to five consecutive years and shall not be liable to retire by rotation. Accordingly, it is proposed to appoint Mr. Nitin Daga as an Independent Non-Executive Director of the Company to hold office for a period of 5 (Five) years i.e. up to 11th February, 2030, who shall not be liable to retire by rotation. The Company has received from him (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified in accordance with sub-section (2) of Section 164 of the Act and (iii) declaration of independence u/s 149(6) of the Act read with Schedule IV and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, (iv) declaration pursuant to BSE Circular No. LIST/COMP/14/2018 19 dated June 20, 2018 and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority. In the opinion of the Board of Directors, he fulfils the conditions specified in the Act and the rules made thereunder, for his appointment as Independent Director of the Company. He is independent of the management and possess appropriate skills, experience and knowledge.

The Company is inclined towards implementing the best-in-class Corporate Governance by strengthening the Company’s Board and the overall corporate governance framework. Towards this end, the Company had inducted Mr. Nitin Daga (DIN: 08606910), as an Independent Director on the Board of the Company since 12th February, 2025.

In the opinion of the Board, Mr. Daga fulfils the conditions for independence specified in the Act, the Rules made there under and the ‘Listing Regulations’ and such other laws/ regulations for the time being in force, to the extent applicable to the Company. The Board is of the view that, given the background knowledge and rich experience of Mr. Daga, his appointment will be of immense benefit and in the best interest of the Company and it is desirable to avail his services as an Independent Director. After considering his qualifications, skill sets, experience, independence, knowledge, ability to devote sufficient time, the Nomination & Remuneration Committee selected and recommended to the Board, the appointment of Mr. Daga as an Independent Director of the Company.



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Details of Director seeking appointment and fixation of remuneration of Director or variation of the terms of remuneration (pursuant to Regulation 25(2A), 36(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended) and Secretarial Standards on General Meetings SS-2 of ICSI along with a brief profile are as follows:

Name	Mr. Nitin Daga
DIN	08606910
Date of Birth/Age	06/08/1984/40 years
Designation	Non-Executive, Independent Director
Details of remuneration to be paid, if any	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and/or committees, if any within the limits prescribed by the Act
Present Status of directorship in the Company	Additional Independent Director
Brief Resume/ Experience/ Expertise in specific functional area	Mr. Daga has an experience of over 15 years in corporate restructuring, stressed asset resolution, and capital market transactions. He has worked on SEBI-related projects such as takeovers, mergers, and delisting. Since 2020, he has been working as an Insolvency Professional. Currently, Mr. Daga serves as an Independent Director at SMIFS Capital Market Ltd. Mr. Daga is also actively involved in the Insolvency and Bankruptcy Committee of the Institute of Chartered Accountants of India and co-chairs the IBC Committee of the Association of Corporate Advisors and Executives.
Qualification	Insolvency Professional and Chartered Accountant.
Date of first appointment on the Board	12 th February, 2025
Terms and conditions of appointment or reappointment	Independent director for a period of five years, not liable to retire by rotation.
Directorship of other Listed Board as on date	1. SMIFS CAPITAL MARKETS LTD.
Chairman/ Member of the Committee of Directors in the Company	1. SMIFS CAPITAL MARKETS LTD.
Shareholding in the Company	NIL
Inter-se Relationship between Directors/ KMP	Not related to any Director / Key Managerial Personnel.
Resignation from any listed entity in past three years	NIL
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Based on the evaluation of Mr. Daga, the Nomination and Remuneration Committee felt that he possesses the required skills and capabilities suitable for this role.
Justification for choosing the appointees for appointment as independent directors	The Nomination & Remuneration Committee has identified Industry Knowledge & Experience, Financial, Regulatory/legal & Risk Management, Corporate Governance, Operations and Process Optimization,



GAMCO LIMITED

(Formerly known as Visco Trade Associates Limited)

Regd. Office: 25A, S.P. Mukherjee Road, 3rd floor, Bhawanipore, Kolkata- 700025

CIN: - L57339WB1983PLC035628; Contact No.: 8100578596;

E-Mail:- tradevisco@gmail.com; Website: - www.viscotradeassociates.in

The proposed appointment of Independent Director, in the manner as set out in Item No. 3 of this Notice, is in compliance with the applicable provisions of the Companies Act 2013 (“Act”) and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time (Listing Regulations).

Subject to appointment, copy of the letter of appointment of the Independent Directors setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. The Independent Director shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in such meetings as recommended by the Nomination and Remuneration Committee and approved by the Board.

Mr. Nitin Daga does not hold any shares in the Company and is not related to any other director of the Company

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company and/or their relatives is / are, in any way, concerned or interested in the said resolution, except to the extent of their shareholding in the Company, if any.

Item No. 4 & 5:

The Company’s Board of Directors in its meeting held on 20th February, 2025 after deliberations has decided to increase the borrowing limit, which are in general required to be secured by suitable mortgage or charge subject to necessary approvals.

As per section 180 (1)(c) of the Companies Act 2013, a company is required to obtain the prior approval of the members through a special resolution, in case the company wants to borrow money exceeding the limit from bank prescribed under the Act.

Considering the business plan and future business prospects, the Company may require additional funds to support from various person such as banks, financial institutions, NBFCs or any other person including related parties.

Keeping in view the above requirement, it is proposed to revise the borrowing powers of the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and the Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board or Committee to scale up its capacity and coverage and hence it is considered necessary to increase the limits to Rs. 500 crore (Rupees Five Hundred Crores Only).

Members of the Company are requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of an ‘undertaking’ for the purposes of



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Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

The Board recommends the Special Resolution set out at Item No. 4 & 5 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company and/or their relatives is / are, in any way, concerned or interested in the said resolution, except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors
For GAMCO Limited**

Sd/-

Megha Patodia

Company Secretary

ICSI Membership No.: ACS 48639

Place: Kolkata

Date: 20th February, 2025

Registered Office

25A, S.P. Mukherjee Road,

3rd floor, Bhawanipore,

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