

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
E-Mail Id:-tradevisco@gmail.com; Website: - www.viscotradeassociates.in

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Dated: 19.08.2023

**The Secretary,  
BSE Limited,  
Listing Department,  
Department of Corporate Services,  
Floor — 25, PJ Towers, Dalal Street,  
Mumbai - 400 001**

Dear Sir/Madam,

**Sub: Notice of 41<sup>st</sup> Annual General Meeting and Book Closure**

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This is to inform you that the 41<sup>st</sup> Annual General Meeting of the Company will be held on Monday the 18<sup>th</sup> September, 2023 at Merchants' Chamber of Commerce & Industry, Somany Conference Hall, 2nd floor, 15-B, Hemanta Basu Sarani, Kolkata, West Bengal 700001 as per NOTICE of Annual General Meeting being annexed herewith for your perusal and record.

Please also take notice that the **Register of Members** and **Share Transfer Books** will remain closed from **Tuesday, the 12<sup>th</sup> September, 2023 to Thursday, the 18<sup>th</sup> September, 2023 (both days inclusive)**.

Kindly take the above Notice on your record.

Thanking you.

Yours faithfully,

**For Visco Trade Associates Limited**

VINAY KUMAR GOENKA  
Digitally signed by VINAY KUMAR GOENKA  
Date: 2023.08.19 13:34:03 +05'30'

**Vinay Kumar Goenka  
Director  
DIN: 01687463**

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 41<sup>ST</sup> ANNUAL GENERAL MEETING OF VISCO TRADE ASSOCIATES LIMITED will be held at Merchants' Chamber of Commerce & Industry, Somany Conference Hall, 2nd floor, 15-B, Hemanta Basu Sarani, Kolkata, West Bengal 700001 on Monday, the 18<sup>th</sup> September, 2023 at 11.30 A.M. to transact the following business:-

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Dipak Sundarka (DIN: 05297111), Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

3. Approval of Scheme of Amalgamation of Skypack Vanijya Private Limited (Transferor Company No.1) and Twinkle Fiscal & Impex Services Private Limited ( Transferor Company No.2) with Visco Tarde Associates Limited (Transferee Company).

To consider and if thought fit 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) Rules, 2016 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, Calcutta (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 of 2 wholly owned subsidiaries namely - **Skypack Vanijya Private Limited** (Transferor Company No.1) and **Twinkle Fiscal & Impex Services Private Limited** (Transferor

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Company No.2) with **Visco Trade Associates Limited** (Transferee Company) (“Scheme”), on a going concern basis with effect from 01.10.2022 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.”

“**RESOLVED FURTHER THAT** the members of the Company hereby convey their consent and record their approval for setting aside the resolution passed in the extra ordinary general meeting held on 29th April 2023 . “

4. To appoint Mrs. Ayushi Khaitan as an Independent Director (Women) of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Ayushi Khaitan (DIN:10171829), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, commencing from 18th September 2023 to 18th September, 2028..

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

5. To appoint Mr. Rhythm Arora as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory

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modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rhythm Arora (DIN: 03586033), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, commencing from 18th September 2023 to 18th September, 2028.

## 6. To Adopt a New Set of Articles of Association as per Companies Act 2013

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

**RESOLVED THAT** pursuant to Section 14, or any other applicable provision of the Companies Act 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 including any modification(s) thereto or re-enactments(s) thereof for the time being in force, the consent of the members of the company be and is hereby accorded to substitute the existing Articles of Association of the Company with a new set of Articles of Association as per the provision of the Companies Act 2013.

**RESOLVED FURTHER THAT** Mr. Vinay Kumar Goenka, Managing Director and Ms. Manisha Khaitan, Company Secretary of the Company be and is hereby severally authorized to do all such acts and deeds as may be necessary or incidental in this regard to give effect to the foregoing resolution including filing of all necessary e-forms with the office of Registrar of Companies, Kolkata.

## 7. To increase the borrowing limits of the Company

To consider and, if thought fit, to pass with or without modification(s), 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 re-enactment 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, may exceed the aggregate of paid-up share capital of the company and its free reserves provided that the total amount so borrowed by the Board shall not exceed a sum of Rs. 50 crore (Rupees Fifty- Crore 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 be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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By order of the Board of Directors  
For Visco Trade Associates Limited

Sd/-

Vinay Kumar Goenka  
Managing Director  
DIN: 01687463

Date: 19.08.2023

**Regd. Office:**

P-45 Goragacha Road New Alipore  
Kolkata, WB 700053 IN

**NOTES FOR MEMBERS' ATTENTION:-**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. Corporate Members intending to appoint their authorised representatives to attend the AGM are required to send a certified copy (PDF Format) of its Board or Governing body Resolution/Authorization, etc., to the Company at the following email id [tradevisco@gmail.com](mailto:tradevisco@gmail.com).

3. An Explanatory Statement pursuant to Section 102 of the Act and the additional information pursuant to Regulation 36(3) of the Listing Regulations, in respect of Director proposed for appointment /re-appointment at the meeting are annexed hereto.

4. In terms of the provisions of Section 152 of the Act, Mr. Dipak Sundarka retires by rotation at the Meeting. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 3 to 6 of the Notice.

5. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.

6. A proxy does not have the right to speak at the meeting and can vote only on a poll.

7. The Register of Members and Share Transfer Books will remain closed from Tuesday, 12<sup>th</sup> day of September, 2023 to Monday, the 18<sup>th</sup> day of September, 2023 (both days inclusive).

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**8. The Cut Off Date (Record Date) will be on Monday, the 11<sup>th</sup> day of September, 2023 for the ascertainment of Members entitled to attend and vote in the Annual General Meeting.**

Members holding shares in physical or demat form as on the cut-off date i.e., 11th day of September, 2023 shall only be eligible to vote on the resolutions mentioned in the Notice of 41st Annual General Meeting. Those who become Members of the Company after dispatch of AGM Notice but on or before September 11, 2023 (Cut-off date) may obtain the login ID and password by sending a request to the Registrar & Share Transfer Agent at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or to the Company at [tradevisco@gmail.com](mailto:tradevisco@gmail.com). However, those already registered with CDSL for e-voting can use their existing user Id and password for Login.

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and all the relevant documents pertaining to the resolutions proposed vide this notice of 41st Annual General Meeting will be available for inspection by the members during the AGM.

10. Members holding shares in Physical Form are requested to notify the change in their addresses to **M/s Maheshwari Datamatics Pvt. Ltd at 23, R.N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata-700001, Registrar and Share Transfer Agent (RTA) of the Company** or to the Company at its Registered Office Address. Always quote your Folio No. in all correspondence.

11. All relevant documents referred in the Notice will be available for inspection by the members at the Registered Office of the Company between 11:00 A.M. to 01:00 P.M. on any working day of the Company up to the date of the meeting.

12. 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 not to leave their demat account(s), dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

14. The SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

15. The Ministry of Corporate Affairs (MCA) has come out with a circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2014 propagating "Green Initiative" encouraging Corporate to serve documents through Electronic Mode. Accordingly, those shareholders, who want the Annual Report in electronic mode, are requested to send their e-mail address.

16. In compliance with the MCA Circulars and SEBI Circulars, the Notice of the 41st Annual General Meeting of the Company, interalia, indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map and the Annual Report 2022-2023 are being sent only

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through electronic mode to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs").

17. Members may also note that the Notice and the Annual Report 2022-2023 will also be available on the Company's website at [www.viscotradeassociates.in](http://www.viscotradeassociates.in) and also on the website of the Stock Exchange where the shares of the Company have been listed viz., BSE Limited - [www.bseindia.com](http://www.bseindia.com) for their download.

18. The copies of the aforesaid documents will also be available at the Company's Registered Office at Kolkata for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's Investor's Email ID: [tradevisco@gmail.com](mailto:tradevisco@gmail.com).

**19. The voting rights of members will be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-Off Date on 11<sup>th</sup> September, 2023.**

20. Ms. Aisha Amin, Advocate (Ph no. 898120500, email- [adv.aishaamin@gmail.com](mailto:adv.aishaamin@gmail.com)) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

21. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

22. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

23. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.viscotradeassociates.in](http://www.viscotradeassociates.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE – Mumbai.

24. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

25. The company had arrangement for voting on the resolutions in the following mode-

- By e-voting
- By Postal Ballot
- By Ballot paper in the meeting

**26. The Instructions of Shareholders for Remote e-Voting are as under:-**  
**CDSL e-Voting System – For Remote e-voting**

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- (i) The voting period begins on **15<sup>th</sup> September, 2023 at 9.00 A.M. and ends on September 17<sup>th</sup>, 2023 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 (record date) of **11<sup>th</sup> September, 2023**, 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.

- (iv) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	login Method
Individual Shareholders holding securities in Demat mode with CDSL	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.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.



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	<p>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>.</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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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.nsd.com">https://eservices.nsd.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.</p>
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p>
	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<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 website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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 abovementioned website.](#)

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[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 022- 23058738 and 22-23058542-43.
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

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders" module.
- 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.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first-time user follow the steps given below:

	<b>Shareholders holding shares in Demat Form other than individual and physical Form</b>
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"><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)	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. <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 as mentioned in instruction (v).</li></ul>

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
E-Mail Id: [tradevisco@gmail.com](mailto:tradevisco@gmail.com); Website: - [www.viscotradeassociates.in](http://www.viscotradeassociates.in)

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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.

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

(ix) Click on the EVSN for “**M/s Visco Trade Associates Limited**” on which you choose to vote.

(x) 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.

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

(xii) 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.

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

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

(xv) 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.

(xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting:**

- 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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; [tradevisco@gmail.com](mailto:tradevisco@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.

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

# VISCO TRADE ASSOCIATES LIMITED

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- 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/RTA email id**.
- b. For Demat shareholders - Please update your E-mail ID & Mobile No. with your respective Depository Participant (DP)
- c. For Individual Demat shareholders – Please update your E-mail ID & Mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding attending AGM & 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 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**By order of the Board of Directors  
For Visco Trade Associates Limited**

**Sd/-  
Vinay Kumar Goenka  
Managing Director  
DIN: 01687463**

**Date: 19.08.2023**

**Regd. Office:**

**P-45 Goragacha Road New Alipore  
Kolkata ,WB 700053 IN**

# VISCO TRADE ASSOCIATES LIMITED

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## ANNEXURE TO THE NOTICE

**Detail of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

<b>Name of the Director</b>	<b>Dipak Sundarka</b>
Director Identification Number (DIN)	05297111
Date of Birth	26/12/1979
Nationality	Indian
Date of Appointment on Board at Current Designation	01.02.2022
Qualification	B. Com
Expertise in specific functional area	Financial Matters
Shareholding in the Company	NIL
List of Directorships held in other Listed Companies(excluding foreign, private and Section 8 Companies)	NIL
Memberships /Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Visco Trade Associates Limited	Membership -2 Chairmanship – NIL
Relationships between the Directors inter-se	NIL

**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) RULES, 2016, READ WITH SECTION 102 OF THE COMPANIES ACT, 2013.**

### **Item No. 3**

A Scheme of Amalgamation ("Scheme") of 2 Wholly Owned Subsidiaries namely - Skypack Vanijya Private Limited (Transferor Company No.1) and Twinkle Fiscal & Impex Services Private Limited (Transferor Company No.2) with Visco Trade Associates Limited (Transferee Company) pursuant to Section 233 of the

# VISCO TRADE ASSOCIATES LIMITED

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Companies Act , 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 was approved by the Board of Directors of the Transferee Company and Transferor Companies at their respective meetings held on 09.01.2023 with Appointed Date 01st October,2022.

1. The Company is intend to file an application seeking approval of Scheme of Amalgamation (“Scheme”) of 2 Wholly Owned Subsidiaries namely - Skypack Vanijya Private Limited (Transferor Company No.1) and Twinkle Fiscal & Impex Services Private Limited (Transferor Company No.2) with Visco Trade Associates Limited (Transferee 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.

2. The Company has also served notices (CAA-9) along with the proposed Scheme with Registrar of Companies, West Bengal and Official Liquidator, High Court Calcutta, Ministry of Corporate Affairs, Income Tax Department 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.

3. The Transferee Company and Transferor Companies have not received any observation on the Scheme furnished to Statutory Authorities.

4. In terms of Section 233 the Transferee Company and Transferor Companies have drawn Solvency Statement as on 30-06-2023 and have filed the same with the Registrar of Companies

5. There are no Secured Creditors in the Transferor Companies as on 31-07-2023. Similarly, there are no Unsecured Creditors in the Transferor Companies as on 31-07-2023.

6. There is 1 (one) Secured Creditors in the Transferee Company as on 31-07-2023. Similarly, there are 7 (seven) Unsecured Creditors in the Transferee Company as on 31-07-2023.

7. The Equity shareholders of Transferor Company No 1 and Transferor Company No 2 have at the separate meeting of the Equity Shareholders held on 18-09-2023 have conveyed their approval to the proposed Scheme .

8. The Scheme once approved in the meeting will be subject to approval of the Hon’ble Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata.

9. The Board recommends the resolution for the approval of the Shareholders.

10. The members of the Company at their Extra-Ordinary Meeting on 29.04.2023 have approved the Scheme, however in order to allow wider participation of the shareholders and for ensuring compliance with the requirements of Section 233 , 2013 and Rules made there under the resolution passed is proposed to be set aside .

**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) Rules, 2016 (“the Rules”) .**

# VISCO TRADE ASSOCIATES LIMITED

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## 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

CIN	L57339WB1983PLC035628
Permanent account Number	AAACV8685R
Name of the Company	VISCO TRADE ASSOCIATES LIMITED
Date of Incorporation	03/01/1983
Type of Company	LISTED COMPANY
Registered Office of the company and email ID	<b>P-45 Goragacha Road New Alipore Kolkata, WB 700053</b> EMAIL : <a href="mailto:tradevisco@gmail.com">tradevisco@gmail.com</a>
<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 .	
Details of change of name registered office and objects of the Company during the last five years	The Company has not changed the name and objects of the Company during the last five years.  It has changed the registered office of the Company from 18, British Indian Street, 3 <sup>rd</sup> Floor, Kolkata-

# VISCO TRADE ASSOCIATES LIMITED

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		700069, West Bengal to 1, British Indian Street, Old Building, 1st Floor, Room No.: 109, Kolkata- 700069, West Bengal on 12.11.2021.  It has changed the registered office of the Company from , British Indian Street, Old Building, 1st Floor, Room No.: 109, Kolkata- 700069 to P-45 Goragacha Road New Alipore Kolkata, WB 700053, West Bengal on 24.05.2023.
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	
	<b>AUTHORISED SHARE CAPITAL</b>	
	48,03,000 Equity Shares of Rs.10/- each	RS 4,80,30,000/-
	<b>TOTAL</b>	<b>RS 4,80,30,000/-</b>
	<b>ISSUED SUBSCRIBED &amp; PAID UP SHARE CAPITAL</b>	
	48,02,800 Equity Shares of Rs.10/- each fully paid-up	RS 4,80,28,000/-
	<b>TOTAL</b>	<b>RS 4,80,28,000/-</b>
11	Name of the promoters and directors along with their address	
<b>A</b>	PROMOTERS	
	NAME	ADDRESS
	RAJEEV GOENKA	SATYAM TOWERS, 3 ALIPORE ROAD, KOLKATA- 700027
	GOLDEN GOENKA CREDIT PRIVATE LIMITED	25A, S.P. MUKHERJEE ROAD, 5TH FLOOR Kolkata WB 700025 IN
<b>B</b>	DIRECTORS (as on 31.07.2023)	
	NAME	ADDRESS
	VINAY KUMAR GOENKA	SATYAM TOWERS, 3 ALIPORE ROAD, KOLKATA -700027
	ANJU GUPTA	29/4B, LAKE PLACE, KOLKATA - 700029
	NIRANJAN KUMAR CHORARIA	3, HUNGERFORD STREET, CIRCUS AVENUE, KOLKATA - 700017
	DIPAK SUNDARKA	55, BLOCK D, BANGUR AVENUE, SOUTH DUMDUM, KOLKATA - 700055
	RAJEEV GOENKA	SATYAM TOWERS, 3 ALIPORE ROAD, KOLKATA -700027

## TRANSFEROR COMPANY NO. 1

1	CIN	U51909WB1993PTC058772
2	Permanent account Number	AAECS0650B
3	Name of the Company	SKYPACK VANIJYA PRIVATE LIMITED
4	Date of Incorporation	07/05/1993
5	Type of Company	PRIVATE LIMITED



# VISCO TRADE ASSOCIATES LIMITED

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6	Registered Office of the company and email	P-45 GORA GACHA ROAD KOLKATA WB 700053 INEMAIL : skypackvani2019@gmail.com
7	Main Objects of the Company as per the Memorandum of Association	
	<p>1. To carry on all or any of the business of buyers, sellers, suppliers, growers, processors, traders, merchants, importers, exporters, Indenters, brokers, agents, assemblers, stockists and dealers in game and jewellery and silver utensils and ornaments and of all kinds of machinery items and manmade fibers, textiles of all kinds all types of yarn, cloths, oil and oilseeds tea, coffee, spices, dry fruits, drugs, leather goods, garments, hosiery, textiles, iron and steel and all steel based product G. I. sheets G P sheets and other related items, jute and jute product automobiles spares, coal, hard coke, soft coks, vegetable oil, machine parts, aluminum electrical parts, electronic parts and devices and all kind of metals, pipe, hardware items and earthmoving equipments and to work as commission agents, brokers, contractors, film distributors, dealers, order suppliers and selling agents cement, chemicals, minerals, potato, onions consumer durables, dealing in share in and computers.</p> <p>2. To carry on all or any of the business, undertake and/or to acquire by purchase or otherwise, buy subscribe for tender, exchange, hold, sell, transfer, hypothecate, deal in and dispose of any shares, bonds, stocks, obligations, securities, debentures, debenture stocks, properties, certificates issued or guaranteed by any company constituted &amp; carrying on business in India or elsewhere, any Government state, dominions, sovereign, central or state commissioners, port trust, public body or other authority supreme, municipal, local or otherwise whether in India or elsewhere.</p>	
8	Details of change of name registered office and objects of the Company during the last five years	The Company has not changed the name and objects of the Company during the last five years. It has changed its registered office from 74, Bentick Street, Kolkata-700001, to P-45, Gora Gacha Road, Kolkata- 700053, West Bengal on 26.04.2019.
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	
	3,50,000 Equity Shares of Rs. 10/- each	Rs. 35,00,000/-
	<b>TOTAL</b>	<b>Rs. 35,00,000/-</b>
	ISSUED , SUBSCRIBED & PAID UP SHARE CAPITAL	
	3,39,200 Equity Shares of Rs.10/- each fully paid-up	Rs. 33,92,000/-
	<b>TOTAL</b>	<b>Rs. 33,92,000/-</b>
11	Name of the promoters and directors along with their address	
A	PROMOTERS	
	VISCO TRADE ASSOCIATES LIMITED	P-45 GORA GACHA ROAD KOLKATA WB 700053 IN

# VISCO TRADE ASSOCIATES LIMITED

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B	DIRECTORS ( AS ON 31.07.2023 )	
	DIPAK SUNDARKA	55, BLOCK D, BANGUR AVENUE, SOUTH DUMDUM, KOLKATA -700055
	SUSHIL KUMAR SARAOGI	530, RABINDRA SARANI, BAGHBAZAR KOLKATA- 700003
	GOPAL AGARWAL	156/2, New Station Road, Uttarpara Kotrung M, Hooghly-712232

## TRANSFEROR COMPANY NO. 2

1	CIN	U67120WB1991PTC052484
2	Permanent account Number	AABCT2338N
3	Name of the Company	TWINKLE FISCAL & IMPEX SERVICES PRIVATE LIMITED
4	Date of Incorporation	30/07/1991
5	Type of Company	PRIVATE LIMITED.
6	Registered Office of the company and email ID	P-45 GORA GACHA ROAD, KOLKATA-700053 EMAIL : company_rb@yahoo.in
7	Main Objects of the Company as per the Memorandum of Association	
	1. To carry on the business of importers and exporters of all commodities, goods, services and to act as Import and export houses, advisors, consultants for imports and exports, indenting agents, sellers and purchasers of licenses, resale orders, permits, quotes entitlements and to enter into Joint venture agreements	
	2. To act as investors, guarantors, underwriters and financiers with the object of financing industrial enterprise to lend or deal with the money either with or without interest or security including in current or deposit account with any bank or other person or persons upon such terms, condition and manner as may from time to time be determined as to receive money on deposit or loan upon such terms, conditions as the company may approve, provided that the company shall not do any banking business as defined under The Banking Regulation Act, 1949 subject to the provisions of the Act and directives issued by the Reserve Bank of India.	
	3. To carry on the investment business and to purchase, acquire, hold and dispose of or otherwise Invest in shares, debentures, stocks, bonds, obligations and securities, issued or guaranteed by and company constituted or carrying on business in India or elsewhere and debenture, stock, bonds, obligations and securities issued or guaranteed by any government, state dominion, sovereigns ruler, commissioner public body or authority, supreme municipal, local or otherwise whether in India or elsewhere.	
	4. To establish and setup in India or elsewhere the business as manufacturers, retailers, processors, importers, exporters, agents, brokers, suppliers, wholesalers, retailers, distributors, stockists, dealers, warehousing, godown keepers, C & F agents, del credere agents, developers, and to distil, prepare, manipulate, mix, blend, clean, pack, repack, protect, provide, promote, sponsor, market, modify, produce, bottle, pressure, & crush, all sorts of de-mineralized waters, liquors, alcoholic & non-alcoholic beverages, alcohols, wines, natured & de-natured spirit, potable spirit and other similar products such as brandy, whisky, rum, gin, beer or derivatives,	

# VISCO TRADE ASSOCIATES LIMITED

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	combinations, solvents, mixtures, & formulas thereof whether made of natural or synthetic materials. To establish and/or to undertake all categories of Excise Licenses under the Bengal Excise Act, 1909 and the Rules framed there under, as amended, such as club with restaurant-cum-bar, resort and entertainment and attached bar, restaurant-cum-bar, hotel-cum-restaurant-cum-bar, foreign liquor and/ or country spirit "Off shop" and/or "On shop manufacturer of foreign liquor, country spirit, beer, brewpub, microbrewery etc.	
8	Details of change of name registered office and objects of the Company during the last five years	The Company has not changed the name, registered office and objects of the Company during the last five years.
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	
	5,00,000 Equity Shares of Rs.10/- each	Rs. 50,00,000/-
	<b>TOTAL</b>	<b>Rs. 50,00,000/-</b>
	ISSUED , SUBSCRIBED & PAID UP SHARE CAPITAL	
	4,73,200 Equity Shares of Rs.10/- each fully paid-up	Rs. 47,32,000/-
	<b>TOTAL</b>	<b>Rs. 47,32,000/-</b>
11	Name of the promoters and directors along with their address	
A	PROMOTERS	
	VISCO TRADE ASSOCIATES LIMITED	P-45 GORA GACHA ROAD KOLKATA Kolkata WB 700053 IN
B	DIRECTORS (AS ON 31.07.2023 )	
	SUSHIL KUMAR SARAOGI	530, RABINDRA SARANI, BAGHBAZAR KOLKATA-700003
	PRADEEP BAJORIA	547, G.T. Road, South Haora Corporation, Haora-711101, West Bengal
	SUVRA SUR	Bagnan-I, Howrah- 711303, West Bengal

# VISCO TRADE ASSOCIATES LIMITED

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## **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.**

Both the Transferor Companies i.e Skypack Vanijya Private Limited (Transferor Company No.1) and Twinkle Fiscal & Impex Services Private Limited (Transferor Company No.2) are Wholly Owned Subsidiary of Visco Trade Associates 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 Companies and the Transferee Company at their respective board meetings held on 09.01.2023 unanimously approved and adopted the proposed Scheme of Amalgamation.

### **TRANSFEROR COMPANY NO 1**

**Directors Present** – Dipak Sundarka, Sushil Kumar Saraogi, Gopal Agarwal

**Directors Present and Voted For** – Dipak Sundarka, Sushil Kumar Saraogi

**Directors Present and Voted Against** – NONE

**Directors Present and did not vote** - Gopal Agarwal

### **TRANSFEROR COMPANY NO 2**

**Directors Present** – Sushil Kumar Saraogi, Pradeep Bajoria, Suvra Sur

**Directors Present and Voted For** – Sushil Kumar Saraogi, Pradeep Bajoria,

**Directors Present and Voted Against** - NONE

**Directors Present and did not vote** - Suvra Sur

### **TRANSFEREE COMPANY**

**Directors Present** – Vinay Kumar Goenka, Rajeev Goenka, Nirranjan Kumar Choraria, Dipak Sundarka, Anju Gupta

**Directors Present and Voted For** – Vinay Kumar Goenka, Rajeev Goenka, Nirranjan Kumar Choraria, Dipak Sundarka, Anju Gupta

# VISCO TRADE ASSOCIATES LIMITED

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**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 Skypack Vanijya Private Limited (Transferor Company No.1) and Twinkle Fiscal & Impex Services Private Limited (Transferor Company No.2) with Visco Trade Associates Limited (Transferee Company) The Transferor Companies are wholly owned subsidiaries of the Transferee Company. The parties involved in the scheme of amalgamation are the shareholders, creditors of Transferor Company 1 and 2 and share holders and creditors of the 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 1st of October,2022 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 COMPANIES** 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 Companies are the wholly owned subsidiaries of the Transferee Company and the entire share capital of Transferor Companies is held by the Transferee Company. Thus, there is no share exchange ratio involved in the Scheme of Amalgamation. Upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the shares of the Transferor Companies. Upon the Scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and will be added to the Authorised Share Capital of the Transferee Company.

With effect from the Appointed Date and upon the Scheme becoming effective, Skypack Vanijya Private Limited and Twinkle Fiscal & Impex Services Private Limited ( both "Transferor Companies") 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 VISCO TRADE ASSOCIATES 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 1, Transferor Company 2 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.

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
E-Mail Id: [tradevisco@gmail.com](mailto:tradevisco@gmail.com); Website: - [www.viscotradeassociates.in](http://www.viscotradeassociates.in)

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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.

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 Authorized Share Capital of the Company is Rs. 5,65,30,000 (Rupees Five Crores Sixty Five Lacs Thirty Thousand only) divided into 56,53,000 (Fifty Six Lacs Fifty Three Thousand only ) Equity shares of Rs. 10/- each.”***

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

- a. All the transferor companies are wholly owned subsidiaries of the transferee company and most of the surplus funds are utilized in various instruments for financial gain hence merger will achieve greater integration and greater financial strength and flexibility, 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 Companies 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 Companies 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 Companies 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 III (e) above;

**g. Amount Due to Creditors ( Secured and Unsecured)( as on 30.06.2023)**  
Transferee Company – 67,57,11,812/- (Secured Creditors- 12,819/- and Unsecured Creditors- 67,56,98,993/-)

**Transferor Company No 1 – (Secured Creditors- Nil and Unsecured Creditors –Nil)**

**Transferor Company No 2 - (Secured Creditors- Nil and Unsecured Creditors –Nil)**

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

# VISCO TRADE ASSOCIATES LIMITED

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## **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 [tradevisco@gmail.com](mailto:tradevisco@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 1 and Transferor Company 2;
- 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, form regulatory or any other government**

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN

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## **authorities required, received or pending for the purpose 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) Rules, 2016 with Registrar of Companies, Regional Directors 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 1 & 2 and Transferee Company for their consent. The Transferee and Transferor Companies 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).



# VISCO TRADE ASSOCIATES LIMITED

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## FORM NO. CAA.10

[Pursuant to section 233(1)(c) and rule 25(2)]

### Declaration of Solvency

- (a) Corporate Identity Number (CIN) of the Company: **L57339WB1983PLC035628**

(b) Global Location Number (GLN) of the Company: **N.A.**
- (a) Name of the Company: **VISCO TRADE ASSOCIATES LIMITED**

(b) Address of the Registered Office of the Company: **P-45, GORAGACHA ROAD, NEW ALIPORE, KOLKATA 700 053, WEST BENGAL, INDIA**

(c) E-mail ID of the Company: [tradevisco@gmail.com](mailto:tradevisco@gmail.com)
- (a) Whether the company is listed: **YES**

(b) If listed, please specify the name(s) of the stock exchange(s) where listed: **BOMBAY STOCK EXCHANGE**
- Date of Board of Directors' resolution approving the scheme: **9<sup>TH</sup> JANUARY, 2023**

#### DECLARATION OF SOLVENCY

We, the directors of **M/S. VISCO TRADE ASSOCIATES LIMITED**, do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append a statement of company's assets and liabilities as at 30<sup>th</sup> June, 2023 being the latest date of making this declaration.

We further declare that the company's audited annual accounts including the Balance Sheet have been filed up to date with the Registrar of Companies, Kolkata.

Signed for and behalf of the Board of Directors

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
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Date: 19/08/2023

Place: Kolkata

(1) Sd/- **VINAY KUMAR GOENKA**

Name: **VINAY KUMAR GOENKA**

**DIN: 01687463**

(2) Sd/- **DIPAK SUNDARKA**

Name: **DIPAK SUNDARKA**

**DIN: 05297111**

(3) Sd/- **NIRANJAN KUMAR CHORARIA**

Name: **NIRANJAN KUMAR CHORARIA**

**DIN: 03626290**

(4) Sd/- **RAJEEV GOENKA**

**DIN: 03472302**

(5) Sd/- **ANJU GUPTA**

Name: **ANJU GUPTA**

**DIN: 01762154**

## VERIFICATION

We solemnly declare that we have made a full enquiry into the affairs of the company including the assets and liabilities of this company and that having done so and having noted that the scheme of merger or amalgamation between **SKYPACK VANIJYA PRIVATE LIMITED (TRANSFEROR COMPANY NO.1)** and **TWINKLE FISCAL & IMPEX SERVICES PRIVATE LIMITED (TRANSFEROR COMPANY NO.2)** with **VISCO TRADE ASSOCIATES LIMITED (TRANSFeree COMPANY)** is proposed to be placed before the shareholders and creditors of the company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
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Verified this day the 19<sup>th</sup> day of August, 2023

(1) Sd/- **VINAY KUMAR GOENKA**

Name: **VINAY KUMAR GOENKA**

**DIN: 01687463**

(2) Sd/- **DIPAK SUNDARKA**

Name: **DIPAK SUNDARKA**

**DIN: 05297111**

(3) Sd/- **NIRANJAN KUMAR CHORARIA**

Name: **NIRANJAN KUMAR CHORARIA**

**DIN: 03626290**

(4) Sd/- **RAJEEV GOENKA**

**DIN: 03472302**

(5) Sd/- **ANJU GUPTA**

Name: **ANJU GUPTA**

**DIN: 01762154**

Solemnly affirmed and declared at Kolkata the 19<sup>th</sup> day of August 2023 before me.

Commissioner of Oaths and Notary Public

**Attachments:**

- a) Copy of board resolution
- b) Statement of assets and liabilities
- c) Auditor's report on the statement of assets and liabilities

**ANNEXURE**

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN

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	<b>STATEMENT OF ASSETS AND LIABILITIES AS AT 30<sup>TH</sup> JUNE, 2023 ANNEXED SEPARATELY</b>
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# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
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## ANNEXURE TO FORM CAA.10

### DECLARATION OF SOLVENCY

#### STATEMENT OF ASSETS AND LIABILITIES AS AT 30<sup>TH</sup> JUNE, 2023

##### VISCO TRADE ASSOCIATES LIMITED

SL. NO.	PARTICULARS	BOOK VALUE (AMOUNT IN RS.)	ESTIMATED REALISABLE VALUE (NOT THAN) (AMOUNT IN RS.)
	<b><u>ASSETS</u></b>		
1.	Balance at Bank	9,79,876.79	9,79,876.79
2.	Cash in hand	2,23,531.00	2,23,531.00
3.	Marketable securities	-	-
4.	Bills Receivables	-	-
5.	Trade Receivables	5,46,641.12	5,46,641.12
6.	Short-term Loans & Advances	1,03,32,110.00	1,03,32,110.00
7.	Unpaid calls	-	-
8.	Inventories	67,71,03,264.22	62,93,06,117.03
9.	Long-term Loans & Advances	-	-
10.	Work in progress (Capital)	-	-
11.	Freehold property	-	-
12.	Leasehold property	-	-
13.	Office Equipment	-	-
14.	Plant and machinery	-	-
15.	Motor Car	-	-
16.	Computer	19,424.00	19,424.00
17.	Furniture, fittings, utensils, etc.	7,28,496.00	7,28,496.00

# VISCO TRADE ASSOCIATES LIMITED

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18.	Electric Installations	-	-
19.	Patents, trademarks, etc.	-	-
20.	Other Fixed Assets	-	-
21.	Investments other than marketable securities	9,33,40,130.14	9,33,40,130.14
22.	Other Current Assets	9,55,325.83	9,55,325.83
23.	Deferred Tax Assets	-	-
	<b>TOTAL</b>	<b>78,42,28,799.10</b>	<b>73,64,31,651.91</b>
	<b><u>LIABILITIES</u></b>		
1.	Secured on specific assets	12,819.00	12,819.00
2.	Secured by floating charge(s)	-	-
3.	Estimated cost of liquidation and other expense including interest accruing until payment of debts in full	-	-
4.	Unsecured creditors (amounts estimated to rank for payment)	-	-
	(a) Trade payable	2,43,910.00	2,43,910.00
	(b) Long-term Borrowings	-	-
	(b) Bills payable	-	-
	(c) Accrued expense	-	-
	(d) Other Advances	19,35,754.70	19,35,754.70
	(e) Other Liabilities	18,42,229.00	18,42,229.00
	(f) Short-Term Borrowings	67,54,38,743.00	67,54,38,743.00
	(g) Short-Term Provisions	21,793	21,793
	(h) Deferred Tax Liability	19,168	19,168
	(i) Duties & Taxes	-	-
	<b>TOTAL</b>	<b>67,95,14,416.70</b>	<b>67,95,14,416.70</b>

# VISCO TRADE ASSOCIATES LIMITED

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	<b>TOTAL ESTIMATED VALUE OF ASSETS</b>	<b>78,42,28,799.10</b>	<b>73,64,31,651.91</b>
	<b>TOTAL LIABILITIES</b>	<b>67,95,14,416.70</b>	<b>67,95,14,416.70</b>
	<b>ESTIMATED SURPLUS AFTER PAYING DEBTS IN FULL</b>	<b>10,47,14,382.40</b>	<b>5,69,17,235.21</b>

As per our report of even date

**For Pawan Gupta & Co.**

**Chartered Accountants**

ICAI Firm Reg. No.: 318115E

**For and on behalf of the Board of Directors of**

**VISCO TRADE ASSOCIATES LIMITED**

CIN: L57339WB1983PLC035628

Sd/-

P. K. Gupta

Proprietor

Membership No.: 053799

Sd/-

Vinay Kumar Goenka

(Managing Director)

DIN: 01687463

Sd/-

RAJEEV GOENKA

(Director)

DIN: 03472302

Place: Kolkata

Date: 19.08.2023

Place: Kolkata

Date: 19.08.2023

Place: Kolkata

Date: 19.08.2023

# VISCO TRADE ASSOCIATES LIMITED

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## FORM NO. CAA.10

[Pursuant to section 233(1)(c) and rule 25(2)]

### Declaration of Solvency

- (a) Corporate Identity Number (CIN) of the Company: **U67120WB1991PTC052484**

(b) Global Location Number (GLN) of the Company: **N.A.**
- (a) Name of the Company: **TWINKLE FISCAL & IMPEX SERVICES PRIVATE LIMITED**

(b) Address of the Registered Office of the Company: **P-45, GORA GACHA ROAD, KOLKATA 700 053, WEST BENGAL, INDIA**

(c) E-mail ID of the Company: [company\\_rb@yahoo.in](mailto:company_rb@yahoo.in)
- (a) Whether the company is listed: **NO**

(b) If listed, please specify the name(s) of the stock exchange(s) where listed: **N.A.**
- Date of Board of Directors' resolution approving the scheme: **9<sup>TH</sup> JANUARY, 2023**

### DECLARATION OF SOLVENCY

We, the directors of **M/S. TWINKLE FISCAL & IMPEX SERVICES PRIVATE LIMITED**, do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append a statement of company's assets and liabilities as at 30<sup>th</sup> June, 2023 being the latest date of making this declaration.

We further declare that the company's audited annual accounts including the Balance Sheet have been filed up to date with the Registrar of Companies, Kolkata.

Signed for and behalf of the Board of Directors

Date: 19/08/2023

Place: Kolkata



# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
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(2) Sd/- PRADEEP BAJORIA

Name: **PRADEEP BAJORIA**

**DIN: 07567682**

(3) Sd/-: **SUSHIL KUMAR SARAOGI**

Name: **SUSHIL KUMAR SARAOGI**

**DIN: 07155637**

(4) Sd/- **SUVRA SUR**

Name: **SUVRA SUR**

**DIN: 08608677**

## VERIFICATION

We solemnly declare that we have made a full enquiry into the affairs of the company including the assets and liabilities of this company and that having done so and having noted that the scheme of merger or amalgamation between **SKYPACK VANIJYA PRIVATE LIMITED (TRANSFEROR COMPANY NO.1)** and **TWINKLE FISCAL & IMPEX SERVICES PRIVATE LIMITED (TRANSFEROR COMPANY NO.2)** with **VISCO TRADE ASSOCIATES LIMITED (TRANSFeree COMPANY)** is proposed to be placed before the shareholders and creditors of the company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

Verified this day the 19<sup>th</sup> day of August, 2023

(1) SD/- PRADEEP BAJORIA

Name: **PRADEEP BAJORIA**

**DIN: 07567682**

(2) Sd/-: **SUSHIL KUMAR SARAOGI**

# VISCO TRADE ASSOCIATES LIMITED

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	<p style="text-align: right;">Name: <b>SUSHIL KUMAR SARAOGI</b></p> <p style="text-align: right;"><b>DIN: 07155637</b></p> <p style="text-align: right;">(3) Sd/- <b>SUVRA SUR</b></p> <p style="text-align: right;">Name: <b>SUVRA SUR</b></p> <p style="text-align: right;"><b>DIN: 08608677</b></p> <p>Solemnly affirmed and declared at Kolkata the 19<sup>th</sup> day of August, 2023 before me.</p> <p style="text-align: right;">Commissioner of Oaths and Notary Public</p>
	<p><b>Attachments:</b></p> <p>a) Copy of board resolution</p> <p>b) Statement of assets and liabilities</p> <p>c) Auditor's report on the statement of assets and liabilities</p>
	<p style="text-align: center;"><b>ANNEXURE</b></p> <p style="text-align: center;"><b>STATEMENT OF ASSETS AND LIABILITIES AS AT 30<sup>TH</sup> JUNE, 2023 ANNEXED SEPARATELY</b></p>

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
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## ANNEXURE TO FORM CAA.10

### DECLARATION OF SOLVENCY

STATEMENT OF ASSETS AND LIABILITIES AS AT 30<sup>TH</sup> JUNE, 2023

#### TWINKLE FISCAL & IMPEX SERVICES PRIVATE LIMITED

SL. NO.	PARTICULARS	BOOK VALUE (AMOUNT IN RS.)	ESTIMATED REALISABLE VALUE (NOT LESS THAN) (AMOUNT IN RS.)
	<b><u>ASSETS</u></b>		
1.	Balance at Bank	1,16,089.50	1,16,089.50
2.	Cash in hand	1,30,354.00	1,30,354.00
3.	Marketable securities	-	-
4.	Bills Receivables	-	-
5.	Trade Receivables	-	-
6.	Short-term Loans & Advances	88,00,000.00	88,00,000.00
7.	Unpaid calls	-	-
8.	Inventories	-	-
9.	Long-term Loans & Advances	-	-
10.	Work in progress (Capital)	-	-
11.	Freehold property	-	-
12.	Leasehold property	-	-
13.	Office Equipment		
14.	Plant and machinery	-	-
15.	Motor Car	-	-
16.	Computer		

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
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17.	Furniture, fittings, utensils, etc.		
18.	Electric Installations		
19.	Patents, trademarks, etc.		
20.	Other Fixed Assets		
21.	Investments other than marketable securities		
22.	Other Current Assets	12,25,000.00	12,25,000.00
23.	Deferred Tax Assets		
	<b>TOTAL</b>	<b>1,02,71,443.50</b>	<b>1,02,71,443.50</b>
	<b><u>LIABILITIES</u></b>		
1.	Secured on specific assets		
2.	Secured by floating charge(s)		
3.	Estimated cost of liquidation and other expense including interest accruing until payment of debts in full		
4.	Unsecured creditors (amounts estimated to rank for payment)		
	(a) Trade payable		
	(b) Long-term Borrowings		
	(b) Bills payable		
	(c) Accrued expense		
	(d) Other Advances		
	(e) Other Liabilities	10,000.00	10,000.00
	(f) Short-Term Borrowings		
	(g) Short-Term Provisions	11,95,000.00	11,95,000.00

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
E-Mail Id: [tradevisco@gmail.com](mailto:tradevisco@gmail.com); Website: - [www.viscotradeassociates.in](http://www.viscotradeassociates.in)

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	(h) Deferred Tax Liability	-	-
	(i) Duties & Taxes	-	-
	<b>TOTAL</b>	<b>12,05,000.00</b>	<b>12,05,000.00</b>
	<b>TOTAL ESTIMATED VALUE OF ASSET</b>	<b>1,02,71,443.50</b>	<b>1,02,71,443.50</b>
	<b>TOTAL LIABILITIES</b>	<b>12,05,000.00</b>	<b>12,05,000.00</b>
	<b>ESTIMATED SURPLUS AFTER PAYING DEBTS IN FULL</b>	<b>90,66,443.50</b>	<b>90,66,443.50</b>

As per our report of even date

For Swapnesh & Associates

Chartered Accountants

ICAI Firm Reg. No.:326908E

Sd/-

Sridevi Subramanian

Partner

Membership No.: 068205

Place: Kolkata

Date: 19.08.2023

For and on behalf of the Board of Directors of

TWINKLE FISCAL & IMPEX SERVICES PRIVATE LIMITED

CIN: U67120WB1991PTC052484

Sd/-

SUVRA SUR

Director

DIN: 08608677

Place: Kolkata

Date: 19.08.2023

Sd/-

PRADEEP BAJORIA

Director

DIN: 07567682

Place: Kolkata

Date: 19.08.2023

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
E-Mail Id: [tradevisco@gmail.com](mailto:tradevisco@gmail.com); Website: - [www.viscotradeassociates.in](http://www.viscotradeassociates.in)

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## FORM NO. CAA.10

[Pursuant to section 233(1)(c) and rule 25(2)]

### Declaration of Solvency

1. (a) Corporate Identity Number (CIN) of the Company: **L57339WB1983PLC035628**  
(b) Global Location Number (GLN) of the Company: **N.A.**
2. (a) Name of the Company: **SKYPACK VANIJYA PRIVATE LIMITED**  
(b) Address of the Registered Office of the Company: **P-45, GORA GACHA ROAD, KOLKATA 700053, WEST BENGAL, INDIA**  
(c) E-mail ID of the Company: [skypackvani2019@gmail.com](mailto:skypackvani2019@gmail.com)
3. (a) Whether the company is listed: **NO**  
(b) If listed, please specify the name(s) of the stock exchange(s) where listed: **N.A.**
4. Date of Board of Directors' resolution approving the scheme: **9<sup>TH</sup> JANUARY, 2023**

#### DECLARATION OF SOLVENCY

We, the directors of M/S. SKYPACK VANIJYA PRIVATE LIMITED, do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append a statement of company's assets and liabilities as at 30<sup>th</sup> June, 2023 being the latest date of making this declaration.

We further declare that the company's audited annual accounts including the Balance Sheet have been filed up to date with the Registrar of Companies, Kolkata.

Signed for and behalf of the Board of Directors

Date: 19/08/2023

Place: Kolkata

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
E-Mail Id: [tradevisco@gmail.com](mailto:tradevisco@gmail.com); Website: - [www.viscotradeassociates.in](http://www.viscotradeassociates.in)

(6) SD/- DIPAK SUNDARKA

Name: DIPAK SUNDARKA

DIN: 05297111

(7) SD/- SUSHIL KUMAR SARAOGI

Name: SUSHIL KUMAR SARAOGI

DIN: 07155637

(8) SD/- GOPAL AGARWAL

Name: GOPAL AGARWAL

DIN: 08455896

## VERIFICATION

We solemnly declare that we have made a full enquiry into the affairs of the company including the assets and liabilities of this company and that having done so and having noted that the scheme of merger or amalgamation between SKYPACK VANIJYA PRIVATE LIMITED (TRANSFEROR COMPANY NO.1) and TWINKLE FISCAL & IMPEX SERVICES PRIVATE LIMITED (TRANSFEROR COMPANY NO.2) with VISCO TRADE ASSOCIATES LIMITED (TRANSFEREE COMPANY) is proposed to be placed before the shareholders and creditors of the company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

Verified this day the 19<sup>th</sup> day of August, 2023

(1) SD/- DIPAK SUNDARKA

Name: DIPAK SUNDARKA

DIN: 05297111

(2) SD/- SUSHIL KUMAR SARAOGI

Name: SUSHIL KUMAR SARAOGI

DIN: 07155637

(3) SD/- GOPAL AGARWAL \_

Name: GOPAL AGARWAL

DIN: 08455896

Solemnly affirmed and declared at Kolkata the 19<sup>th</sup> day of August ,2023 before me.

Commissioner of Oaths and Notary Public

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
E-Mail Id: [tradevisco@gmail.com](mailto:tradevisco@gmail.com); Website: - [www.viscotradeassociates.in](http://www.viscotradeassociates.in)

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	<b>Attachments:</b>  a) Copy of board resolution  b) Statement of assets and liabilities  c) Auditor's report on the statement of assets and liabilities
	<b>ANNEXURE</b>  STATEMENT OF ASSETS AND LIABILITIES AS AT 30 <sup>TH</sup> JUNE, 2023 ANNEXED SEPARATELY



# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
E-Mail Id: [tradevisco@gmail.com](mailto:tradevisco@gmail.com); Website: - [www.viscotradeassociates.in](http://www.viscotradeassociates.in)

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## ANNEXURE TO FORM CAA.10

### DECLARATION OF SOLVENCY

#### STATEMENT OF ASSETS AND LIABILITIES AS AT 30<sup>TH</sup> JUNE, 2023

##### SKYPACK VANIJYA PRIVATE LIMITED

SL. NO.	PARTICULARS	BOOK VALUE (AMOUNT IN RS.)	ESTIMATED REALISABLE VALUE (NOT LESS THAN) (AMOUNT IN RS.)
	<b><u>ASSETS</u></b>		
1.	Balance at Bank	13,88,829.80	13,88,829.80
2.	Cash in hand	2,27,713.00	2,27,713.00
3.	Marketable securities	-	-
4.	Bills Receivables	-	-
5.	Trade Receivables	-	-
6.	Short-term Loans & Advances	12,39,00,000.00	12,39,00,000.00
7.	Unpaid calls	-	-
8.	Inventories	-	-
9.	Long-term Loans & Advances	-	-
10.	Work in progress (Capital)	-	-
11.	Freehold property	-	-
12.	Leasehold property	-	-
13.	Office Equipment	-	-
14.	Plant and machinery	-	-
15.	Motor Car	-	-

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
E-Mail Id: [tradevisco@gmail.com](mailto:tradevisco@gmail.com); Website: - [www.viscotradeassociates.in](http://www.viscotradeassociates.in)

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16.	Computer	-	-
17.	Furniture, fittings, utensils, etc.	-	-
18.	Electric Installations	-	-
19.	Patents, trademarks, etc.	-	-
20.	Other Fixed Assets	-	-
21.	Investments other than marketable securities	8,10,89,893.54	8,10,89,893.54
22.	Other Current Assets	5,000.00	5,000.00
23.	Deferred Tax Assets	-	-
	<b>TOTAL</b>	<b>20,66,11,436.34</b>	<b>20,66,11,436.34</b>
	<b><u>LIABILITIES</u></b>		
1.	Secured on specific assets	-	-
2.	Secured by floating charge(s)	-	-
3.	Estimated cost of liquidation and other expense including interest accruing until payment of debts in full	-	-
4.	Unsecured creditors (amounts estimated to rank for payment)	-	-
	(a) Trade payable	-	-
	(b) Long-term Borrowings	-	-
	(b) Bills payable	-	-
	(c) Accrued expense	-	-
	(d) Other Advances	-	-
	(e) Other Liabilities	10,000.00	10,000.00
	(f) Short-Term Borrowings	-	-
	(g) Short-Term Provisions	800.00	800.00

# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
E-Mail Id: [tradevisco@gmail.com](mailto:tradevisco@gmail.com); Website: - [www.viscotradeassociates.in](http://www.viscotradeassociates.in)

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	(h) Deferred Tax Liability	-	-
	(i) Duties & Taxes		
	<b>TOTAL</b>	<b>10,800.00</b>	<b>10,800.00</b>
	<b>TOTAL ESTIMATED VALUE OF ASSETS</b>	<b>20,66,11,436.34</b>	<b>20,66,11,436.34</b>
	<b>TOTAL LIABILITIES</b>	<b>10,800.00</b>	<b>10,800.00</b>
	<b>ESTIMATED SURPLUS AFTER PAYING DEBTS IN FULL</b>	<b>20,66,00,636.34</b>	<b>20,66,00,636.34</b>

As per our report of even date

**For Swapnesh & Associates**

**Chartered Accountants**

**ICAI Firm Reg. No.: 326908E**

**For and on behalf of the Board of Directors of**

**SKYPACK VANIJYA PRIVATE LIMITED**

**CIN: U51909WB1993PTC058772**

Sd/-

Sridevi Subramanian

Partner

Membership No.:068205

Place: Kolkata

Date: 19.08.2023

Sd/-

DIPAK SUNDARKA

Director

DIN: 05297111

Place: Kolkata

Date: 19.08.2023

Sd/

SUSHIL KUMAR  
SARAOGI

Director

DIN: 07155637

Place: Kolkata

Date: 19.08.2023

**SCHEME OF AMALGAMATION  
UNDER SECTION 233 OF THE COMPANIES ACT, 2013  
BETWEEN**

**SKYPACK VANIJYA PRIVATE LIMITED  
(TRANSFEROR COMPANY NO.1)**

**TWINKLE FISCAL & IMPEX SERVICES PRIVATE LIMITED  
(TRANSFEROR COMPANY NO.2)**

**WITH  
VISCO TRADE ASSOCIATES LIMITED  
(TRANSFeree COMPANY)**

**CONTENTS OF THE SCHEME**


SL.NO	PART	CONTENTS
1	PART I	GENERAL BACKGROUND AND RATIONALE
2	PART II	DEFINITION AND SHARE CAPITAL
3	PART III	TRANSFER AND VESTING OF UNDERTAKING
4	PART IV	ISSUE OF EQUITY SHARES BY THE TRANSFeree COMPANY
5	PART V	ACCOUNTING TREATMENT
6	PART VI	DISSOLUTION OF TRANSFEROR COMPANIES AND GENERAL TERMS AND CONDITIONS

Visco Trade Associates Limited



Director

SKYPACK VANIJYA PVT. LTD



Director / Authorized Signatory

For TWINKLE FISCAL & IMPEX SERVICES PVT. LTD



Director / Authorized Signatory

**PART I**  
**GENERAL**

**A. DESCRIPTION OF COMPANY AND BACKGROUND:**

1. **SKYPACK VANIJYA PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51909WB1993PTC058772) and having its Registered Office at P-45, GORA GACHA ROAD, KOLKATA - 700053 in the State of West Bengal (hereinafter referred to as "THE TRANSFEROR COMPANY NO.1" or "THE AMALGAMATING COMPANY"). The TRANSFEROR COMPANY NO.1 has been incorporated with the objects as mentioned in the Main Objects of the Memorandum of Association and has parked its surplus funds not immediately required in various instruments for short/long term gains. The TRANSFEROR COMPANY NO.1 is a wholly owned subsidiary of the TRANSFEREE COMPANY. The shares of the TRANSFEROR COMPANY NO.1 are not listed in any stock exchange.
  
2. **TWINKLE FISCAL & IMPEX SERVICES PRIVATE LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 (CIN: U67120WB1991PTC052484) and having its Registered Office at P-45, GORA GACHA ROAD, KOLKATA - 700053 in the State of West Bengal (hereinafter referred to as "THE TRANSFEROR COMPANY NO. 2" or "THE AMALGAMATING COMPANY"). The TRANSFEROR COMPANY NO. 2 has been incorporated with the objects as mentioned in the Main Objects of the Memorandum of Association and has parked its surplus funds not immediately required in various instruments for short/long term gains. The TRANSFEROR COMPANY NO.2 is a wholly owned subsidiary of the TRANSFEREE COMPANY. The shares of the TRANSFEROR COMPANY NO.2 are not listed in any stock exchange.

Visco Trade Associates Limited



Director

SKYPACK VANIJYA PVT. LTD



Director / Authorised Signatory

For TWINKLE FISCAL & IMPEX SERVICES PVT. LTD



Director / Authorised Signatory

3. **VISCO TRADE ASSOCIATES LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 (CIN: L57339WB1983PLC035628) and having its Registered Office at 1, BRITISH INDIAN STREET, OLD BUILDING, 1<sup>ST</sup> FLOOR, ROOM NO. 109, KOLKATA - 700069 in the State of West Bengal (herein after referred to as "TRANSFEREE COMPANY or "THE AMALGAMATED COMPANY"). The TRANSFEREE COMPANY is a Non Banking Finance Company duly registered with the Reserve Bank of India and is holding valid certificate of registration issued by the said bank and is currently engaged in investing and financing activities. The shares of the TRANSFEREE COMPANY are listed in Bombay Stock Exchange Limited, ISIN No. being INE890S01018.
4. This Scheme of Amalgamation provides for the amalgamation of the **TRANSFEROR COMPANIES** with the **TRANSFEREE COMPANY** pursuant to Section 233 and other relevant provisions of the Companies Act, 2013 and read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 that is applicable in the case of amalgamation of wholly owned subsidiary company.

**B. RATIONALE FOR THE SCHEME :**

The amalgamation of the Transferor Companies with the Transferee Company would *inter alia* have the following benefits:

- a) All the transferor companies are wholly owned subsidiaries of the transferee company and most of the surplus funds are utilized in various instruments for financial gain hence merger will achieve greater integration and greater financial strength and flexibility, to maximise overall shareholder value.
- b) To achieve cost savings from more focused operational efforts, rationalisation, standardisation and simplification of business processes, productivity

Visco Trade Associates Limited

Director

SKYPACK VANIJYA PVT. LTD

Director / Authorised Signatory

For TWINKLE FISCAL & IMPEX SERVICES PVT. LTD

Director / Authorised Signatory

improvements and rationalization of administrative expenses.

- c) The consolidation of activities of the Transferor Companies 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 Companies 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 Companies and the Transferee Company.
- g) The creditors, if any, are not adversely affected by the proposed merger as there is no compromise.

In view of the aforesaid, the Board of Directors of the **TRANSFEROR COMPANIES** and the **TRANSFEREE COMPANY** have considered and proposed the amalgamation of the entire undertaking and business of the **TRANSFEROR COMPANIES** with the **TRANSFEREE COMPANY** in order to benefit the stakeholders of both companies. Accordingly, the Board of Directors of the **TRANSFEROR COMPANIES** and the **TRANSFEREE COMPANY** have formulated this Scheme of Amalgamation for the transfer and vesting of the entire undertaking and business of the

Visco Trade Associates Limited




Director

SKYPACK VANIJYA PVT. LTD



Director / Authorised Signatory

For TWINKLE FISCAL & IMPEX SERVICES PVT. LTD



Director / Authorised Signatory

**TRANSFEROR COMPANIES** with and into the **TRANSFeree COMPANY** pursuant to the provisions of Section 233 of the Companies Act, 2013 and other relevant provisions of the Act.

- c. The amalgamation of the Transferor Companies with the Transferee Company, pursuant to and in accordance with this Scheme, shall take place with effect from the Appointed Date and shall be in accordance with the relevant provisions of the Income Tax Act, 1961 including but not limited to Section 2(1B) and Section 47 thereof. If any of the terms or provisions of this Scheme are found or interpreted to be inconsistent with the provisions of the said sections and other related provisions at a later date including due to result from an amendment of law or for any other reason whatsoever up to the Effective Date, the provisions of the said sections and other related provisions of the Income Tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with section 2(1B) and other relevant provisions of the Income Tax Act, 1961.

## PART II

### DEFINITIONS AND SHARE CAPITAL

#### 1. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meaning:

- a) **"THE ACT"** means the Companies Act, 2013 including any statutory modifications, re-enactments or amendments thereof.
- b) **"APPOINTED DATE"** For the purpose of this Scheme means **1<sup>st</sup> October, 2022.**
- c) **"BOARD OF DIRECTORS" or "BOARD"** means the board of directors of the **TRANSFEROR COMPANIES** or the

Visco Trade Associates Limited



Director

SKYPACK VANIJYA PVT. LTD



Director / Authorised Signatory

For TWINKLE FISCAL & IMPEX SERVICES PVT. LTD



Director / Authorised Signatory



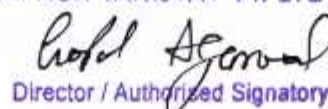
**TRANSFeree COMPANY**, as the case may be, and shall include a duly constituted committee thereof;

- d) **"COMMITTEE"** means **"AUDIT COMMITTEE"**, **"NOMINATION AND REMUNERATION COMMITTEE"** AND **STAKEHOLDER RELATIONSHIP COMMITTEE"** of the **TRANSFeree COMPANY**, as the case may be, and shall include a duly constituted committee thereof.
- e) **"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 COMPANIES** 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.
- f) **"GOVERNMENTAL AUTHORITY"** means any applicable central, state or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction over the territory of India;
- g) **"SCHEME"** or **"THE SCHEME"** or **"THIS SCHEME"** means this Scheme of Amalgamation drawn pursuant to Section 233 of the Companies Act, 2013, in its present form submitted to the Central Government, Regional Director, Eastern Region, Ministry of Corporate Affairs at Kolkata with any modification(s) made under Clause No. 16 of Part-VI of this Scheme.

Visco Trade Associates Limited

  
Director

SKYPACK VANIJYA PVT. LTD

  
Director / Authorized Signatory

For TWINKLE FISCAL & IMPEX SERVICES PVT. LTD

  
Director / Authorized Signatory

- h) **"TRANSFEROR COMPANY NO.1"** means **SKYPACK VANIJYA PRIVATE LIMITED** a company incorporated under the provisions of the Companies Act, 1956 (CIN: U51909WB1993PTC058772) and having its Registered Office at P-45, GORA GACHA ROAD, KOLKATA - 700053, in the State of West Bengal.
- i) **"TRANSFEROR COMPANY NO.2"** means **TWINKLE FISCAL & IMPEX SERVICES PRIVATE LIMITED** a company incorporated under the provisions of the Companies Act, 1956 (CIN: U67120WB1991PTC052484) and having its Registered Office at P-45, GORA GACHA ROAD, KOLKATA - 700053, in the State of West Bengal.
- j) **"TRANSFEREE COMPANY"** means **VISCO TRADE ASSOCIATES LIMITED**, a company incorporated under the provisions of the Companies Act, 1956 (CIN: L57339WB1983PLC035628) and having its Registered Office at 1, BRITISH INDIAN STREET, OLD BUILDING, 1<sup>ST</sup> FLOOR, ROOM NO. 109, KOLKATA - 700069, in the State of West Bengal.
- k) **"TRANSFEROR COMPANIES"** are referred to and called as **"AMALGAMATING COMPANIES"**.
- l) **"THE CENTRAL GOVERNMENT"** means the **"REGIONAL DIRECTOR, EASTERN REGION, MINISTRY OF CORPORATE AFFAIRS"** who is vested with power to sanction the scheme under the Act or such authority as may be prescribed under the **Companies Act, 2013** or Rules therein.

Visco Trade Associates Limited



Director

SKYPACK VANIJYA PVT. LTD



Director / Authorised Signatory

For TWINKLE FISCAL & IMPEX SERVICES PVT. LTD



Director / Authorised Signatory

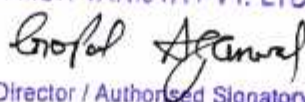
- m) **"THE TRIBUNAL"** or **"THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL"** shall mean the Hon'ble National Company Law Tribunal, Kolkata Bench under whose jurisdiction the transferor and transferee company falls.
- n) **"UNDERTAKING"** means the whole of the undertaking and entire business of the **TRANSFEROR COMPANIES** as a going concern, including (without limitation):
- (i) All the assets and properties (whether movable or immovable, tangible or intangible, real or personal, corporeal or incorporeal, present, future or contingent) of the Transferor Companies, including but not limited to, plant and machinery, equipment, buildings and structures, offices, residential and other premises, vehicles, sundry debtors, furniture, fixtures, office equipment including computers, laptops, printers and servers, appliances, accessories, depots, deposits, all stocks, assets, investments of all kinds (including shares, scrips, stocks, bonds, debenture stocks, units), and interests in its subsidiaries, cash in hand, balances and deposits with banks, loans, advances, disbursements, contingent rights or benefits, book debts, receivables, actionable claims, earnest moneys, advances or deposits paid by the Transferor Companies, financial assets, leases (including lease rights), hire purchase contracts and assets, leasing contracts and assets lending contracts, rights and benefits under any agreement, benefit of any security arrangements or under any guarantees, reversions, powers, municipal permissions, tenancies in relation to the office and/or residential properties for the employees or other persons, guest houses, godown, warehouses, licenses, fixed and other assets,

Visco Trade Associates Limited



Director

SKYPACK VANIJYA PVT. LTD



Director / Authorised Signatory

For TWINKLE FISCAL & IMPEX SERVICES PVT. LTD



Director / Authorised Signatory

- trade and service names and marks, patents, copyrights, and other intellectual property rights of any nature whatsoever, know how, good will, rights to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, websites, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interest held in trust, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights including, title, interests, other benefits (including tax benefits), easements, privileges, liberties, mortgages, hypothecations, pledges or other security interests created in favour of the TRANSFEROR COMPANIES and advantages of whatsoever nature and where so ever situated in India or abroad, belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the TRANSFEROR COMPANIES or in connection with or relating to the TRANSFEROR COMPANIES and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Companies,
- (ii) All liabilities including, without being limited to, secured and unsecured debts (whether in Indian rupees or foreign currency), sundry creditors, liabilities (including contingent liabilities), duties and obligations of the Transferor Companies, of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised;
- (iii) All agreements, rights, contracts, entitlements, permits, licenses, approvals, authorizations,

Visco Trade Associates Limited



Director

SKYPACK VANIJYA PVT. LTD



Director / Authorized Signatory

For TWINKLE FISCAL & IMPEX SERVICES PVT. LTD



Director / Authorized Signatory

- concessions, consents, quota rights, engagements, arrangements, assignments, authorities, allotments, security arrangements (to the extent provided herein), benefits of any guarantees, reversions, powers and all other approvals of every kind, nature and description whatsoever relating to the business activities and operations of the Transferor Companies;
- (iv) All records, files, papers, computer programs, manuals, data, catalogues, sales material, lists of customers and suppliers, other customer information and all other records and documents relating to the business activities and operations of the Transferor Companies;
- (v) All permanent employees engaged by the TRANSFEROR COMPANIES as on the Effective Date.
- o) All capitalized terms not defined but used in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, and other applicable laws, rules, regulations and byelaws, as the case may be, or any statutory amendment(s) or re-enactment thereof, for the time being in force.
- p) The words importing the singular shall include the plural and words importing any gender shall include every gender.

## 2. SHARE CAPITAL

### A. TRANSFEROR COMPANY NO.1

The authorized, subscribed and paid-up share capital of the TRANSFEROR COMPANY NO.1 as on September 30, 2022 was as under:

Particulars	Rs.
-------------	-----

Visco Trade Associates Limited



Director

SKYPACK VANIJYA PVT. LTD



Director / Authorised Signatory

For TWINKLE FISCAL & IMPEX SERVICES PVT. LTD



Director / Authorised Signatory

<b>AUTHORISED SHARE CAPITAL</b>	
3,50,000 Equity Shares of Rs.10/- each	35,00,000/-
<b>TOTAL</b>	<b>35,00,000/-</b>
<b>ISSUED , SUBSCRIBED AND PAID-UP</b>	
3,39,200** Equity Shares of Rs. 10/- each fully paid up	33,92,000 /-
<b>TOTAL</b>	<b>33,92,000 /-</b>

**NOTE: \*\*** The entire shares are held by the Transferee Company and its nominees. Accordingly, the TRANSFEROR COMPANY NO. 1 is a wholly owned Subsidiary of the TRANSFEREE COMPANY.

**B. TRANSFEROR COMPANY NO.2**

The authorized, subscribed and paid-up share capital of the TRANSFEROR COMPANY NO.2 as on September 30, 2022 was as under:

<b>Particulars</b>	<b>Rs.</b>
<b>AUTHORISED SHARE CAPITAL</b>	
5,00,000 Equity Shares of Rs.10/- each	50,00,000/-
<b>TOTAL</b>	<b>50,00,000/-</b>
<b>ISSUED , SUBSCRIBED AND PAID-UP</b>	
4,73,200** Equity Shares of Rs. 10/- each fully paid up	47,32,000/-
<b>TOTAL</b>	<b>47,32,000/-</b>

**NOTE: \*\*** The entire shares are held by the Transferee Company and its nominees. Accordingly, the TRANSFEROR COMPANY NO. 2 is a wholly owned Subsidiary of the TRANSFEREE COMPANY.

**C. TRANSFEREE COMPANY**

The authorized, subscribed and paid-up share capital of the TRANSFEREE COMPANY as on September 30, 2022 was as under:

<b>Particulars</b>	<b>Rs.</b>
<b>AUTHORISED SHARE CAPITAL</b>	
48,03,000 Equity Shares of Rs.10/- each	4,80,30,000/-

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<b>TOTAL</b>	<b>4,80,30,000/-</b>
<b>ISSUED , SUBSCRIBED AND PAID-UP</b>	
48,02,800 Equity Shares of Rs.10/- each fully paid-up	4,80,28,000/-
<b>TOTAL</b>	<b>4,80,28,000/-</b>

As the Transferor Companies are wholly owned subsidiaries of transferee company, the scheme of amalgamation has been drawn pursuant to Sec 233 of the Act as applicable to small and wholly owned subsidiary company.

### 3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modifications approved or imposed or directed by the sanctioning authority viz., Central Government (Regional Director, Eastern Region, Ministry of Corporate Affairs) or National Company Law Tribunal, Kolkata Region as the case may be shall be effective from the Appointed Date but shall be operative from the Effective Date.

## P A R T - III

### TRANSFER AND VESTING OF UNDERTAKING

#### 1. TRANSFER OF UNDERTAKING

Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Undertaking, pursuant to the sanction of this Scheme by the Central Government , Regional Director , Eastern Region , Ministry of Corporate Affairs , in accordance with the provisions of Sections 233 and other applicable provisions, if any, of the Act and read with the Companies (Compromises, Arrangements and Amalgamations ) Rules, 2016 shall stand transferred to and be vested in or be deemed to have been transferred to and vested in the

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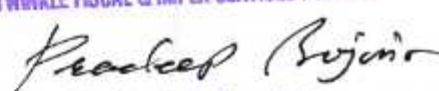
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**TRANSFEEE COMPANY**, as a going concern without any further act, instrument, deed, matter or thing to be made, done or executed so as to become, as and from the Appointed Date, the Undertaking of the **TRANSFEEE COMPANY** by virtue of and in the manner provided in this Scheme.

### 1.1 TRANSFER OF ASSETS

Without prejudice to the generality, upon the coming into effect of this Scheme and with effect from the Appointed Date:

- a) All the assets and properties comprised in the Undertaking of whatsoever nature and where so ever situated, shall, under the provisions of Section 233 and all other applicable provisions, if any, of the Act, without any further act or deed, be and stand transferred to and vested in the Transferee Company or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the assets and properties of the Transferee Company.
- b) Without prejudice to the provisions of Clause (a) above, in respect of such of the assets and properties of the Undertaking as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by the **TRANSFEROR COMPANIES** and shall, upon such transfer, become the assets and properties of the **TRANSFEEE COMPANY** as an integral part of the Undertaking, without requiring any separate deed or instrument or conveyance for the same.

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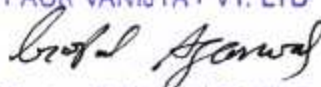
- c) In respect of movables other than those dealt with in Clause (b) above including sundry debts, receivables, bills, credits, loans and advances of the Undertaking, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the **TRANSFeree COMPANY**.
- d) All the licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the **TRANSFEROR COMPANIES** and all rights and benefits that have accrued or which may accrue to the **TRANSFEROR COMPANIES**, whether before or after the Appointed Date, shall, under the provisions of Sections 233 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the **TRANSFeree COMPANY** so as to become as and from the Appointed Date licenses, permits, quotas, approvals, permissions, registrations, incentives, tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the **TRANSFeree**

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**COMPANY** and shall remain valid, effective and enforceable on the same terms and conditions.

- e) The **TRANSFEROR COMPANIES** shall, if so required, also give notice in such form as it may deem fit and proper to the debtors, that pursuant to the sanction of this Scheme by the Central Government, Regional Director, Eastern Region, Ministry of Corporate Affairs, in accordance with Sections 233 and all other applicable provisions, if any, of the Act, the said debtors should pay to the **TRANSFeree COMPANY** the debt, loan or advance or make the same on account of the **TRANSFEROR COMPANIES** and the right of the **TRANSFEROR COMPANY** to recover or realize the same stands vested in the **TRANSFeree COMPANY**.
- f) All assets and properties of the **TRANSFEROR COMPANIES** as on the Appointed Date, whether or not included in the books of the respective **TRANSFEROR COMPANIES**, and all assets and properties which are acquired by the **TRANSFEROR COMPANIES** on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets and properties of the **TRANSFeree COMPANY**, and shall under the provisions of Sections 233 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and be deemed to have been transferred to and vested in the **TRANSFeree COMPANY** upon the coming into effect of this Scheme. Provided however that no onerous assets

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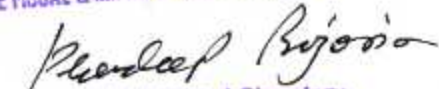
shall have been acquired by the **TRANSFEROR COMPANIES** after the Appointed Date without the consent of the **TRANSFeree COMPANY** as provided for in this Scheme.

## 1.2 TRANSFER OF LIABILITIES :

- (i) Upon the coming into effect of this Scheme and with effect from the Appointed Date all liabilities relating to and comprised in the Undertaking including all secured and unsecured debts, sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the **TRANSFEROR COMPANIES** of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized for its business activities and operations (herein referred to as the "Liabilities"), shall, pursuant to the sanction of this Scheme by the Central Government , Regional Director, Eastern Region , Ministry of Corporate Affairs, under and in accordance with the provisions of Sections 233 and other applicable provisions, if any, of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in or be deemed to have been transferred to and vested in the **TRANSFeree COMPANY**, along with any charge, encumbrance, lien or security thereon, and the same shall be assumed by the **TRANSFeree COMPANY** to the extent they are outstanding as on the Effective Date so as to

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become as and from the Appointed Date the liabilities of the **TRANSFEE COMPANY** on the same terms and conditions as were applicable to the **TRANSFEROR COMPANIES**, and the **TRANSFEE COMPANY** shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

- (ii) All debts, liabilities, duties and obligations of the Undertaking as on the Appointed Date, whether or not provided in the books of the **TRANSFEROR COMPANIES** and all debts and loans raised, and duties, liabilities and obligations incurred or which arise or accrue to the Undertaking on or after the Appointed Date till the Effective Date, shall be deemed to be and shall become the debts, loans raised, duties, liabilities and obligations incurred by the **TRANSFEE COMPANY** by virtue of this Scheme.
- (iii) Where any such debts, loans raised, liabilities, duties and obligations of the Undertaking as on the Appointed Date have been discharged or satisfied by the **TRANSFEROR COMPANIES** after the Appointed Date and prior to the Effective Date, such discharge or satisfaction shall be deemed to be for and on account of the **TRANSFEE COMPANY**.
- (iv) Loans, advances and other obligations (including any guarantees, letters of credit, letters of

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comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Undertaking and the **TRANSFEEE COMPANY** shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the **TRANSFEEE COMPANY**.

- (v) The Scheme does not provide for any compromise with the Creditors of the **TRANSFEROR COMPANIES** and **TRANSFEEE COMPANY**.

## 2. ENCUMBRANCES :

- (i) The transfer and vesting of the assets comprised in the Undertaking to and in the **TRANSFEEE COMPANY** under paragraph 1 of Part III of this Scheme shall be subject to the mortgages and charges, if any, affecting the same, as and to the extent hereinafter provided.
- (ii) All the existing securities, mortgages, charges, encumbrances or liens (the "Encumbrances"), if any, as on the Appointed Date and those created by the **TRANSFEROR COMPANIES** after the Appointed Date, over the assets comprised in the Undertaking or any part thereof transferred to the **TRANSFEEE COMPANY** by virtue of this Scheme and in so far as such Encumbrances secure or relate to liabilities of the **TRANSFEROR COMPANIES**, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are

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related or attached prior to the Effective Date and as are transferred to the **TRANSFEEE COMPANY**, and such Encumbrances shall not relate or attach to any of the other assets of the **TRANSFEEE COMPANY**, provided however that no encumbrances shall have been created by the **TRANSFEROR COMPANIES** over its assets after the Appointed Date without the consent of the **TRANSFEEE COMPANY** as provided for in this Scheme.

(iii) The existing encumbrances over the assets and properties of the **TRANSFEEE COMPANY** or any part thereof which relate to the liabilities and obligations of the **TRANSFEEE COMPANY** prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Undertaking transferred to and vested in the **TRANSFEEE COMPANY** by virtue of this Scheme.

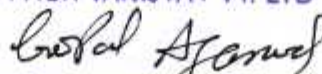
(iv) Any reference in any security documents or arrangements (to which the **TRANSFEROR COMPANIES** is a party) to the **TRANSFEROR COMPANIES** and its assets and properties, shall be construed as a reference to the **TRANSFEEE COMPANY** and the assets and properties of the **TRANSFEROR COMPANIES** transferred to the **TRANSFEEE COMPANY** by virtue of this Scheme. Without prejudice to the foregoing provisions, the **TRANSFEROR COMPANIES** and the **TRANSFEEE COMPANY** may execute any instruments or documents or do all the acts and deeds as may be considered appropriate, including the filing of

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necessary particulars and/or modification(s) of charge(s), with the Registrar of Companies to give formal effect to the above provisions, if required.

- (v) Upon the coming into effect of this Scheme, the **TRANSFEREE COMPANY** alone shall be liable to perform all obligations in respect of the Liabilities, which have been transferred to it in terms of the Scheme.
- (vi) It is expressly provided that, no other term or condition of the Liabilities transferred to the **TRANSFEREE COMPANY** is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.
- (vii) The provisions of Paragraph 1 of Part III shall operate in accordance with the terms of the Scheme, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document; all of which instruments, deeds or writings shall be deemed to stand modified and/or superseded by the foregoing provisions.

### 3. INTER - SE TRANSACTIONS :

Without prejudice to the provisions of Paragraph 1 with effect from the Appointed Date, all inter-party transaction between the **TRANSFEROR COMPANIES** and the **TRANSFEREE COMPANY** shall be considered as intra-party transactions for all purposes.

### 4. CONTRACTS, DEEDS, ETC.

- (i) Upon the coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts,

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deeds, bonds, agreements, schemes, arrangements, assurances and other instruments of whatsoever nature to which the **TRANSFEROR COMPANIES** is a party or to the benefit of which the **TRANSFEROR COMPANIES** may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect by, for or against or in favour of, as the case may be, the **TRANSFeree COMPANY** and may be enforced as fully and effectually as if, instead of the **TRANSFEROR COMPANIES**, the **TRANSFeree COMPANY** had been a party or beneficiary or obligee or obligor thereto or there under.

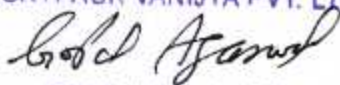
- (ii) Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Undertaking occurs by virtue of this Scheme itself, the **TRANSFeree COMPANY** may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the **TRANSFEROR COMPANIES** is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme. The **TRANSFeree COMPANY** shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the **TRANSFEROR COMPANIES** and to carry out or perform all such formalities or compliances referred to above on the part of the **TRANSFEROR COMPANIES**.

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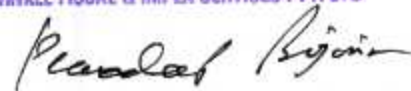
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(iii) For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the **TRANSFEROR COMPANIES** shall without any further act or deed, stand transferred to the **TRANSFeree COMPANY**, as if the same were originally given by, issued to or executed in favour of the **TRANSFeree COMPANY**, and the **TRANSFeree COMPANY** shall be bound by the terms thereof, the obligations and duties there under, and the rights and benefits under the same shall be available to the **TRANSFeree COMPANY**. The **TRANSFeree COMPANY** shall receive relevant approvals from the concerned Governmental Authorities as may be necessary in this behalf.

## 5. LEGAL PROCEEDINGS :

On and from the Appointed Date, all suits, actions, claims and legal proceedings by or against the **TRANSFEROR COMPANIES** pending and/or arising on or before the Effective Date shall be continued and / or enforced as desired by the **TRANSFeree COMPANY** and on and from the Effective Date, shall be continued and / or enforced by or against the **TRANSFeree COMPANY** as effectually and in the same manner and to the same extent as if the same had been originally instituted and/or pending and/or arising by or against the **TRANSFeree COMPANY**. On and from the Effective Date, the **TRANSFeree COMPANY** shall have the right to initiate, defend, compromise or otherwise deal with any legal proceedings relating to the Undertaking, in the same

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manner and to the same extent as would or might have been initiated by the **TRANSFEROR COMPANIES** as the case may be, had the Scheme not been made. If any suit, appeal or other proceedings relating to the Undertaking, of whatever nature by or against the **TRANSFEROR COMPANIES** be pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the amalgamation of the Undertaking or by anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the **TRANSFEEE COMPANY** in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the **TRANSFEROR COMPANIES** as if this Scheme had not been made.

## 6. CONDUCT OF BUSINESS:

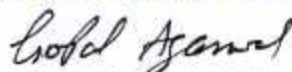
- a) With effect from the Appointed Date and up to and including the Effective Date:
- (i) The **TRANSFEROR COMPANIES** shall carry on and shall be deemed to have carried on all its business and activities as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed of the Undertaking on account of, and for the benefit of and in trust for, the **TRANSFEEE COMPANY**.
  - (ii) All the profits or income accruing or arising to the **TRANSFEROR COMPANIES**, and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the **TRANSFEROR COMPANIES** shall, for all purposes, be treated and be deemed to be and accrue as the profits or income or as the

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case may be, expenditure or losses (including taxes) of the **TRANSFEEE COMPANY**.

(iii) Any of the rights, powers, authorities and privileges attached or related or pertaining to and exercised by or available to the **TRANSFEROR COMPANIES** shall be deemed to have been exercised by the **TRANSFEROR COMPANIES** for and on behalf of and as agent for the **TRANSFEEE COMPANY**. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the Undertaking that have been undertaken or discharged by the **TRANSFEROR COMPANIES** shall be deemed to have been undertaken or discharged for and on behalf of and as agent for the **TRANSFEEE COMPANY**.

b) With effect from the date of filing of this Scheme with the Central Government ( Regional Director, Eastern Region, Ministry of Corporate Affairs ) and up to and including the Effective Date, the **TRANSFEROR COMPANIES** shall preserve and carry on their business and activities with reasonable diligence and business prudence and shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments either for itself or on behalf of its group Companies or any third party or sell, transfer, alienate, charge, mortgage or encumber or deal with the Undertaking or any part thereof save and except in each case in the following circumstances:

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- (i) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with the Central Government, Regional Director, Eastern Region, Ministry of Corporate Affairs; or
  - (ii) if the same is permitted by this Scheme; or
  - (iii) if consent of the Board of Directors of the **TRANSFEEE COMPANY** has been obtained.
  
- c) The Transferor Companies shall not take, enter into, perform or undertake, as applicable (i) any material decision in relation to its business and operations (ii) any agreement or transaction; and (iii) such other matters as the **TRANSFEEE COMPANY** may notify from time to time save and except in each case in the following circumstances:
  - i) if the same is in its ordinary course of business as carried on by it as on the date of filing this Scheme with the Central Government, Regional Director, Eastern Region, Ministry of Corporate Affairs; or
  - ii) if the same is permitted by this Scheme; or
  - iii) if consent of the Board of Directors of the **TRANSFEEE COMPANY** has been obtained.
  
- d) Without prejudice to the generality of Clause (c) above, the **TRANSFEROR COMPANIES** shall not make any change in its capital structure, whether by way of increase (by issue of equity shares on a rights basis, bonus shares) decrease, reduction, reclassification, sub-division or consolidation, re-organization, or in any

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other manner except by way of making calls on partly paid shares to make them as fully paid, which may, in any way, affect the Share Exchange Ratio (as provided in paragraph 10 of Part IV below), except under any of the following circumstances:

- i) by mutual consent of the Board of Directors of the **TRANSFEROR COMPANIES** and of the **TRANSFeree COMPANY**; or
- ii) as may be permitted under this Scheme.

## 7. TREATMENT OF TAXES :

- a) Any tax liabilities under the Income-Tax Act, 1961, Service tax/ GST, stamp laws or other applicable laws/ regulations (hereinafter in this Clause referred to as "**Tax Laws**") dealing with taxes/ duties/ levies allocable or related to the business of the **TRANSFEROR COMPANIES** to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to the **TRANSFeree COMPANY**.
- b) All taxes (including Income Tax, Service Tax/ GST etc.) paid or payable by the **TRANSFEROR COMPANIES** in respect of the operations and/or the profits of the business on and from the Appointed Date, shall be on account of the **TRANSFeree COMPANY** and, in so far as it relates to the tax payment (including without limitation Income Tax, Service tax/GST, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, by the **TRANSFEROR COMPANIES** in respect of the profits or activities or operation of the business on and from the Appointed

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Date, the same shall be deemed to be the corresponding item paid by the **TRANSFEEE COMPANY**, and shall, in all proceedings, be dealt with accordingly.


- c) Any refund under the Tax Laws due to the **TRANSFEROR COMPANIES** consequent to the assessments made on the **TRANSFEROR COMPANIES** and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the **TRANSFEEE COMPANY**.
- d) Without prejudice to the generality of the above, all benefits including that of withholding tax (TDS) under the income tax, GST, etc., to which the **TRANSFEROR COMPANIES** is entitled to in terms of the applicable tax laws shall be available to and vest in the **TRANSFEEE COMPANY**.
- e) Tax demands under dispute and for which appeals have been preferred before the appellate authority by the transferor companies with the same shall upon admittance shall be discharged by the transferee company as and when the said demand crystallizes.

## 8. EMPLOYEES

Upon the coming into effect of this Scheme:

All the employees of the **TRANSFEROR COMPANIES** who are in its employment as on the Effective Date shall become the employees of the **TRANSFEEE COMPANY** with effect from the Effective Date without any break or interruption in service and on terms and conditions as to employment and remuneration not less favorable than

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those on which they are engaged or employed by the  
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## 9. SAVING OF CONCLUDED TRANSACTIONS

Subject to the terms of this Scheme, the transfer and vesting of the Undertaking of the **TRANSFEROR COMPANIES** under Paragraph 1 of Part III of this Scheme shall not affect any transactions or proceedings already concluded by the **TRANSFEROR COMPANIES** on or before the Appointed Date or concluded after the Appointed Date till the Effective Date, to the end and intent that the **TRANSFeree COMPANY** accepts and adopts all acts, deeds and things made, done and executed by the **TRANSFEROR COMPANIES** as acts, deeds and things made, done and executed by or on behalf of the **TRANSFeree COMPANY.**

## PART IV

### ISSUE OF EQUITY SHARES BY THE TRANSFeree COMPANY

The provisions of Part IV shall operate notwithstanding anything to the contrary in any other instrument, deed or writing.

## 10. ISSUE OF NEW EQUITY SHARES BY THE TRANSFeree COMPANY:

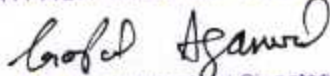
- a) The Transferor Companies are wholly owned subsidiary of the Transferee Company. As a result, upon the scheme become effective, **NO SHARES** of the Transferee Company shall be allotted in lieu or exchange of its holding in the Transferor Companies and the entire

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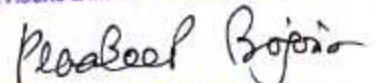
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issued, subscribed and paid up capital of the Transferor Companies shall stand cancelled.

- b) Upon the coming into effect of this scheme, the share certificates, if any, and/or the shares representing the shares held by the Transferee Company in the Transferor Companies shall be deemed to be cancelled without any further act or deed.

**PURCHASE OF SHARES FROM DESSENTING SHAREHOLDERS**

**i. WITH RESPECT TO THE TRANSFEROR COMPANIES :**

Since the entire shares of the Transferor Companies are held by the transferee company, there will be no dissenting shareholder to the Scheme.

**ii. WITH RESPECT TO THE TRANSFEE COMPANY :**

If any shareholder(s) of the Transferee Company dissent to the Scheme of Amalgamation then in such event the TRANSFEE COMPANY will proceed ahead with the Scheme and at the same time it shall make arrangement whereby it will authorize one of its directors to buy out the entire shares from the dissenting shareholder(s) and will inform the concerned authorities in this regard upon conclusion.

**11. AMENDMENT TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE TRANSFEE COMPANY**

**Amalgamation of authorised share capital of the Transferor Company with Transferee Company**

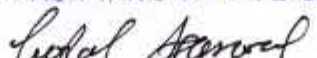
Upon the Scheme coming into effect, the authorised share capital of the **TRANSFEE COMPANY** in terms of its Memorandum of Association and Articles of Association shall

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automatically stand enhanced without any further act, instrument or deed on the part of the **TRANSFEEE COMPANY**, including payment of stamp duty and fees payable to Registrar of Companies, by an amount of Rs. 85,00,000/- (Rupees Eighty-Five Lacs only) and the Memorandum of Association and Articles of Association of the **TRANSFEEE COMPANY** (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 14, 61, 64 and any other applicable provisions of the Companies Act 2013 would be required to be separately passed. For this purpose, the filing fees and stamp duty already paid by the **TRANSFEROR** Companies on authorised share capital shall be utilized and applied to the increased share capital of the **TRANSFEEE COMPANY**, and shall be deemed to have been so paid by the **TRANSFEEE COMPANY** on such combined authorised share capital and accordingly, the **TRANSFEEE COMPANY** shall not be required to pay any fees / stamp duty on the authorised share capital so increased.

Accordingly, in terms of this Scheme, the authorised share capital of the **TRANSFEEE COMPANY** shall stand enhanced to an amount of Rs. 5,65,30,000/- (Rupees Five Crore Sixty Five Lacs Thirty Thousand only) divided into 56,53,000 equity shares of Rs. 10/- each. The capital clause being Clause V of the Memorandum of Association shall on the Effective Date stand substituted to read as follows:

"The Authorised Share Capital of the Company is Rs. 5,65,30,000/- (Rupees Five Crore Sixty Five Lacs Thirty Thousand only) divided into 56,53,000 (Fifty Six Lacs Fifty Three Thousand equity shares of Rs. 10/- each with power to

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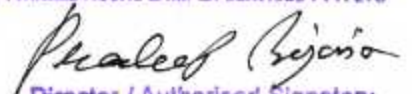
Director

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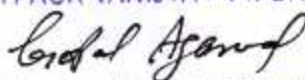
- b) The identity of the reserves of the Transferor Companies shall be preserved and the Transferee Companies shall record the reserves of the Transferor Companies in the same form as they appear in the financial statements of the Transferor Companies and it shall be aggregated with the corresponding balance appearing in the financial statements of the Transferee Company.
- c) Pursuant to the amalgamation of the Transferor Companies with the Transferee Company, the inter-company balances between the Transferee Company and the Transferor Companies, shall stand cancelled and there shall be no further obligation in that behalf.
- d) The Equity Shares held by the Transferee Company in the Transferor Companies shall stand cancelled and accordingly there shall be no further obligation in that behalf.
- e) No New shares will be issued or allotted by the Transferee Company pursuant to this scheme.
- f) The surplus/deficit, if any arising after taking the effect of paragraph (a), (b) and (d) above, after giving the effect of the adjustments referred to in paragraph (c), shall be adjusted in "Capital Reserve Account" in the financial statements of the Transferee Company.
- g) In case of any differences in accounting policies between the Transferor Companies and the Transferee Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.
- h) Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of merger, as stated

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increase or decrease such capital and to divide the shares in the capital for the time being into several classes and attach thereto respectively, such preferential, deferred, qualified or special rights, privileges of conditions as may be determined by or in accordance with regulations of the Companies Act, 2013 and to vary, modify or abrogate such rights, privileges and conditions in such manner as may for the time being be provided by the regulations of the company."

12. The Scheme does not contain any reduction in the share capital of the **TRANSFEEE COMPANY** as per Sec. 66 of the Companies Act, 2013.

## **PART V ACCOUNTING TREATMENT**

**13. ACCOUNTING TREATMENT :**

Upon the scheme coming into effect, the Transferee company shall account for the amalgamation of the Transferor Companies in the books of accounts in accordance with "Pooling of Interest Method" of accounting as laid down in Appendix C of Ind AS-103 (Business Combinations of entities under common control) prescribed under Section 133 of the Companies Act, 2013, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, in its books of accounts such that:

- a) The Transferee Company shall upon the Scheme coming into effect, record the assets and liabilities, if any, of the Transferor Companies vested in it pursuant to this Scheme, at the respective carrying values thereof and in the same form as appearing in the books of the Transferor Companies.

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above, as if the merger had occurred from the beginning of the comparative period.

**PART VI**  
**DISSOLUTION OF THE TRANSFEROR COMPANY**  
**AND GENERAL TERMS AND CONDITIONS**

**14. DISSOLUTION OF THE TRANSFEROR COMPANIES**

On the coming into effect of this Scheme, the **TRANSFEROR COMPANIES** shall stand dissolved without winding-up on and from the effective date and the Board of Directors and any committees thereof of the **TRANSFEROR COMPANIES** shall without any further act, instrument or deed be and stand dissolved.

**15. VALIDITY OF EXISTING RESOLUTIONS, ETC.**

Upon the coming into effect of this Scheme, the resolutions, if any, of the Transferor Company, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

**16. MODIFICATION OF SCHEME**

- (i) The Board of Directors of the **TRANSFEROR COMPANIES** and the **TRANSFEREE COMPANY** or any person authorized by them may assent on behalf of all concerned to any modification to

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this Scheme of Amalgamation or to any condition which the "**THE CENTRAL GOVERNMENT**" or any other authorities may impose. The **TRANSFEROR COMPANIES** and the **TRANSFEEE COMPANY** by their respective Boards of Directors are authorized to do and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect, or review the position relating to the satisfaction of the conditions of this Scheme and if necessary, waive any of such conditions (to the extent permissible in law) for bringing this Scheme into effect, and/or give such consents as may be required in terms of this Scheme. In the event that any conditions are imposed by the Central Government, Regional Director , Eastern Region, Ministry of Corporate Affairs, any Governmental Authorities, which the Board of Directors of the **TRANSFEROR COMPANIES** or the **TRANSFEEE COMPANY** find unacceptable for any reason, then the **TRANSFEROR COMPANIES** and the **TRANSFEEE COMPANY** shall be at liberty to withdraw the Scheme.

- (ii) For the purpose of giving effect to this Scheme or to any modification(s) thereof or addition(s) thereto, the Board of Directors of the **TRANSFEROR COMPANIES** and **TRANSFEEE COMPANY** may give and are authorized to determine and give all such directions as are necessary for settling or removing any question of doubt or difficulty that may arise under this Scheme or in regard to the meaning or

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interpretation of any provision of this Scheme or implementation thereof or in any matter whatsoever connected therewith (including any question or difficulty arising in connection with any deceased or insolvent shareholders or depositors, if any, of the **TRANSFEROR COMPANIES** or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any such conditions (to the extent permissible in law) and such determination or directions or waiver, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

#### 17. FILING OF APPLICATIONS

The **TRANSFEROR COMPANIES** and the **TRANSFeree COMPANY** shall use their best efforts to make and file all applications and petitions under Sections 233 and other applicable provisions of the Act, before the Central Government, Regional Director, Eastern Region, Ministry Of Corporate Affairs having jurisdiction for sanction of this Scheme under the provisions of law, and shall apply for such approvals as may be required under law.

#### 18. SCHEME CONDITIONAL UPON SANCTIONS, ETC.

This Scheme is conditional upon and subject to:

- (i) The Scheme being agreed to by the requisite majority of the respective classes of members and creditors of the **TRANSFEROR COMPANIES** and of the **TRANSFeree COMPANY** as required under the Act and the requisite orders of the

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Central Government, Regional Director, Eastern Region, Ministry of Corporate Affairs being obtained; and

- (ii) The authenticated/certified copies of the orders of the Central Government, Regional Director, Eastern Region, Ministry Of Corporate Affairs or the Hon'ble National Company Law Tribunal, Kolkata Bench, as the case may be, sanctioning this Scheme being filed with the Registrar of Companies, West Bengal.

Accordingly, this Scheme although effective from the Appointed Date shall become operative on the Effective Date, being the last of the dates on which the conditions referred to above have been fulfilled.

#### 19. COSTS, CHARGES, EXPENSES AND STAMP DUTY

All costs, charges and expenses (including any taxes and duties) incurred or payable by the **TRANSFEROR COMPANIES** and the **TRANSFeree COMPANY** in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the **TRANSFEROR COMPANIES** with the **TRANSFeree COMPANY** in pursuance of this Scheme, including stamp duty on the orders of the Central Government, Regional Director, Eastern Region, Ministry Of Corporate Affairs, if any and to the extent applicable and payable, shall be paid by the **TRANSFeree COMPANY**.

#### 20. MISCELLANEOUS

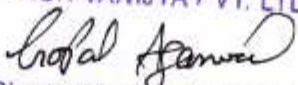
The Scheme does not contain or provide for any compromise with the creditors of the **TRANSFeree COMPANY** and the **TRANSFEROR COMPANIES**. Further the Scheme has not been drawn to accommodate any corporate debt

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restructuring. The Scheme also does not come under the purview of the Competition Commission of India.

**21. COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The Securities and Exchange Board of India vide its circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 has categorically exempted from compliance in the case of amalgamation of Wholly Owned Subsidiary with the Parent company. However, such draft schemes shall be filed with the Stock Exchanges for the purpose of disclosures and the Stock Exchanges shall disseminate the scheme documents on their websites. An amendment to listing regulations in this regard has already been notified on February 15, 2017.

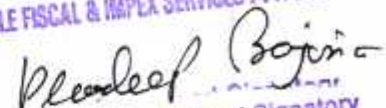
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Director

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# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
E-Mail Id: [tradevisco@gmail.com](mailto:tradevisco@gmail.com); Website: - [www.viscotradeassociates.in](http://www.viscotradeassociates.in)

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## ITEM NO:4

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, has proposed to the Members of the Company, the appointments of Mrs. Ayushi Khaitan (DIN: 10171829) as an Independent Directors on the Board of the Company, not liable to retire by rotation, who shall hold office for a term of five consecutive years commencing from 18<sup>th</sup> September, 2023 to 18<sup>th</sup> September, 2028.

Brief resume of Mrs. Ayushi Khaitan. She is a qualified Company Secretary. She has approximately 7 years of experience in the areas of Administration, Marketing, Banking and Finance. Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

<b>Name of Director</b>	<b>AYUSHI KHAITAN</b>
Fathers' Name	Pawan Verma
Date of Birth	06/09/1993
First Appointment on Board	18/09/2023
Nature of his expertise in specific functional areas	She has an experience in the field of Administration, Marketing, Banking and Finance activities. She is also a qualified Company Secretary with the experience of 7 years
Years of Experience	7 years approx
Qualification	Company Secretary (Professional)
Directorship in Other Companies	Nil
Name of other public limited Companies, where he is Director	Nil
*Member/Chairman of the Committee including this listed entity	Nil
Last Drawn remuneration	NIL
No. of shares held in own name or in the name of relatives	Nil
Relationship with other Directors and KMP	None

\*Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.

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Mrs. Ayushi Khaitan would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. Mrs. Ayushi Khaitan is not disqualified from being appointed as Director in terms of section 164 of the Act and have given their consents to act as a Director. The Company has received declarations from Mrs. Ayushi Khaitan stating that they meet with the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mrs. Ayushi Khaitan is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board is of the view that Mrs. Ayushi Khaitan's knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends their appointment to the Member

Accordingly, the Board commends the Ordinary Resolution as set out in item No. 4 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Rajeev Goenka, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolutions set out at Item Nos. 4 of the Notice for approval of members.

## ITEM NO:5

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, has proposed to the Members of the Company, the appointments of Mr. Rhythm Arora (DIN: 03586033) as an Independent Directors on the Board of the Company, not liable to retire by rotation, who shall hold office for a term of five consecutive years commencing from 18<sup>th</sup> September, 2023 to 18<sup>th</sup> September, 2028.

Brief resume of Mr. Rhythm Arora. He is a Graduate (Hons.) from one of the reputed university. He has an approximately 12 years of experience in the areas of Administration, Marketing, Banking and Finance. Additional Information of Directors recommended for appointment/ re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2):

<b>Name of Director</b>	<b>RHYTHM ARORA</b>
Fathers' Name	Rajeev Arora
Date of Birth	26/09/1989
First Appointment on Board	18/09/2023
Nature of his expertise in specific functional areas	He has an experience in the field of Administration, Marketing, Banking and Finance activities with the experience of 12 years

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Years of Experience	12 years approx
Qualification	Graduate (Hons)
Directorship in Other Companies	2
Name of other public limited Companies, where he is Director	Nil
*Member/Chairman of the Committee including this listed entity	Nil
Last Drawn remuneration	50 Lakhs (CTC)
No. of shares held in own name or in the name of relatives	9100
Relationship with other Directors and KMP	None

\*Chairmanship and membership of audit committee and stakeholder's relationship committee are considered.

Mr. Rhythm Arora would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof. Mr. Rhythm Arora is not disqualified from being appointed as Director in terms of section 164 of the Act and have given their consents to act as a Director. The Company has received declarations from Mr. Rhythm Arora stating that they meet with the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Rhythm Arora is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board is of the view that Mr. Rhythm Arora knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends their appointment to the Member

Accordingly, the Board commends the Ordinary Resolution as set out in item No. 5 of the accompanying notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Rajeev Goenka, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolutions set out at Item Nos. 5 of the Notice for approval of members.

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## **ITEM NO:6**

Adoption of Article of Association and Memorandum of Association as per Companies Act 2013.

The company was incorporated under the provisions of the Companies Act 1956 in the State West Bengal on 03<sup>rd</sup> January 1983 as a company limited by Shares. The company is currently engaged in financial activities. The Board of Directors of the Company suggested changing the existing Memorandum and Articles of Association which are based on The Companies Act , 1956 and several clauses/regulations in the existing Memorandum of Association (MOA) & Article of Association (AOA) contain references to specific sections of the Companies Act, 1956 and which are no longer in force. The Board recommends adoption of MOA & AOA as per the Companies Act, 2013, which requires Special Resolution.

The draft copy of the Memorandum and Articles of Association and other relevant documents of the Company are available for inspection at the registered office of the Company on all working days during business hours.

None of the directors or key managerial personnel and/ or their relatives are interested or concerned in the proposed resolution

## **ITEM NO:7**

As per section 180 (1)(c) of the Companies Act 2013, a company is require 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.

The Company is expediting its plan to scale up its capacity and coverage and hence it is considered necessary to increase the limits to Rs. 50 crore.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 5 of the Notice.

# VISCO TRADE ASSOCIATES LIMITED

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## REGISTRATION OF E-MAIL ADDRESS

In continuation of Circular Nos. 17/2011 and 18/2011 Dated 21/04/2011 and 29/04/2011 respectively issued by Ministry of Corporate Affairs, Government of India and pursuant to section 101 of the Companies Act, 2013 and Rule 18(3)(i) of the (Management & Administration) Rule, 2014 & Rule 11 of Companies (Accounts) Rule, 2014.

[For shares held in physical form]

To  
M/s Maheshwari Datamatics Pvt. Ltd  
23, R. N. Mukherjee Road, 5th Floor,  
Kolkata - 700 001

### **Sub: E-mail ID Registration & Service of documents through electronic mode.**

Dear Sir/ Madam,

I / We, Members(s) of M/s. VISCO TRADE ASSOCIATES LIMITED, hereby give my / our consent to receive electronically Annual Report(s) of General Meeting(s) and other Document(s) submit to you as under:

Kindly use my/ our Email ID for serving the document in electronic mode. I/ We request you to note my/ our e-mail address as mention below. If there will be any change in the Email address, I/ We will promptly communicate to you.

<b>Folio No.</b>	
<b>Name of the Shareholder(s)</b>	
<b>E-mail address to be registered</b>	

Thanking you,

Yours faithfully,

---

**(Signature of Shareholder(s))**

Place:

Date

# VISCO TRADE ASSOCIATES LIMITED

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## VISCO TRADE ASSOCIATES LIMITED

Regd. Off.- P-45 Goragacha Road New Alipore Kolkata Kolkata WB 700053 IN  
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### ATTENDANCE SLIP

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE.**

Name of the Shareholder(s) (In Block Letters) -----

Registered Folio No /DP ID & Client ID No. -----

No. of Shares held -----

Name of the Proxy, if any (In Block Letters) -----

**I hereby record my/our presence at the 41st Annual General Meeting of the Company to be held on Friday, 01<sup>st</sup> day of September, 2023 at 11:30 A.M. at Merchants' Chamber of Commerce & Industry, Somany Conference Hall, 2nd floor, 15-B, Hemanta Basu Sarani, Kolkata, West Bengal 700001**

Signature of the Shareholders or Proxy -----

.....

# VISCO TRADE ASSOCIATES LIMITED

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### PROXY FORM

#### Form MGT- 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Share holder(s)/Member(s) -----

Registered Address -----

E-mail Id -----

Registered Folio NO./DP ID & Client ID No. -----

I/We, being the member(s) of ----- shares of **Visco Trade Associates Limited** hereby appoint:-

(1) Name: ----- Address -----

E-mail ID: ----- Signature -----  
or falling him/her

(2) Name: ----- Address -----

E-mail ID: ----- Signature -----  
or falling him/her

(3) Name: ----- Address -----

E-mail ID: ----- Signature -----  
or falling him/her

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the Company to be held on **Friday, 01<sup>st</sup> day of September, 2023 at 11:30 A.M. at Merchants' Chamber of Commerce & Industry, Somany Conference Hall, 2nd floor, 15-B, Hemanta Basu Sarani, Kolkata, West Bengal 700001** and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business
To receive, consider and adopt the audited (Standalone & Consolidated) Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
Appointment of retiring Directors, if any.
Approval of Scheme of Amalgamation of Skypack Vanija Private Limited (Transferor Company No.1 ) and Twinkle Fiscal & Impex Services Private Limited ( Transferor Company No.2) with Visco Tarde Associates Limited (Transferee Company).
To appoint Mrs. Ayushi Khaitan as an Independent Director (Women) of the Company
To appoint Mr. Rhythm Arora as an Independent Director of the Company
To Adopt a New Set of Articles of Association as per Companies Act 2013
To increase the borrowing limits of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of Shareholder (s) -----

Signature of Proxy holder(s):- -----

Affix  
Re. 1/-  
Revenue  
Stamp

# VISCO TRADE ASSOCIATES LIMITED

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Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628

E-Mail Id: [tradevisco@gmail.com](mailto:tradevisco@gmail.com); Website: - [www.viscotradeassociates.in](http://www.viscotradeassociates.in)

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Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at P-45 Goragacha Road New Alipore Kolkata WB 700053 IN not less than 48 hours before the commencement of the meeting.



# VISCO TRADE ASSOCIATES LIMITED

P-45 Goragacha Road New Alipore Kolkata, WB 700053 IN  
Contact No. 033-4007 6175; CIN: - L57339WB1983PLC035628  
E-Mail Id: [tradevisco@gmail.com](mailto:tradevisco@gmail.com); Website: - [www.viscotradeassociates.in](http://www.viscotradeassociates.in)

## VENUE OF 41st ANNUAL GENERAL MEETING

**Merchants' Chamber of Commerce & Industry**

**Somany Conference Hall**

**2nd floor, 15-B, Hemanta Basu Sarani, Kolkata, West Bengal 700001**

Link: <https://goo.gl/maps/ku6NYCWuBNjrzWlf8>

