

VISCO TRADE ASSOCIATES LIMITED

Regd. Add.: P-45, Goragacha Road, New Alipore, Kolkata- 700053;

Contact No. 033-40076175; E-Mail Id:- tradevisco@gmail.com;

CIN: - L57339WB1983PLC035628; Website: - www.viscotradeassociates.in;

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 9/2023 dated September 25, 2023 and the latest one being General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (**MCA Circulars**), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Special Resolutions as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/ depository participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The remote e-voting period commences from 9.00 A.M. (1ST) on Friday, October 04, 2024, and ends at 5.00 P.M. (1ST) on Saturday, November 02, 2024.

The Company has appointed CS Babu Lal Patni (Company Secretary in Practice) (Membership No. F2304), to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman (the Chairman) or any other person authorized by the Chairman, and the results of the voting by Postal Ballot will be announced on or before Tuesday, November 05, 2024. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website <https://www.viscotradeassociates.in> and on the website of Maheshwari Datamatics Private Limited at www.mdpl.in.

Item No. 1: To consider and if thought fit, to pass the following resolution, as a Special Resolution, for change in the name of the Company from Visco Trade Associates Limited to ‘GAMCO Limited’ and consequential amendment to Memorandum of Association and Articles of Association of the Company:

“**RESOLVED THAT** pursuant to provisions of Section 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force), Regulations 45 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR)

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Regulations”), provisions of the Memorandum of Association and Articles of Association of the Company and subject to any other applicable law, regulation, guidelines, and subject to such other approvals, consents, permissions and sanctions of Reserve Bank of India / Central Government / Ministry of Corporate Affairs / Stock Exchange(s) / appropriate regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any regulatory or other authorities while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board and/or the persons authorized by the Board/committee), and subject to all other necessary approvals, consents, permissions and sanctions as may be required under any other law, rules and regulations, the consent of the members of the Company be and is hereby accorded for changing the name of the Company from “Visco Trade Associates Ltd” to “GAMCO Limited” and consequent alteration in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT Clause I i.e. Name Clause of the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

“I. The name of the Company is GAMCO Limited”.

RESOLVED FURTHER THAT the name "Visco Trade Associates Ltd" wherever it appears in the Memorandum of Association and Articles of Association be substituted with the new name “GAMCO Limited” and be deemed substituted in all other necessary documents including agreements and contracts entered into by the Company, name boards, letter heads and at all other places wherever appearing.

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

Item No. 2: To consider and if thought fit, to pass the following resolution, as a Special Resolution, to increase the borrowing limits of the Company:

“**RESOLVED THAT** in supersession of the earlier resolution passed and pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or reenactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the “Board”) to borrow such sum of moneys, as and when required at its discretion, with or without security from banks(s) ,Financial Institution(s), any Body Corporate entity(ies), authority(ies), through suppliers credit, through any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time and upon such terms and conditions as the Board or Committee thereof may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company, if any, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business , in excess of the aggregate of paid-up share capital of the company and its free reserves provided that, the total amount so borrowed by the Board at any point of time, shall not exceed a sum of Rs. 100 crores (Rupees One Hundred Crore Only) or limits so prescribed under Section 180(1) (c) as may be amended from time to time, whichever is higher.

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

Item No. 3: To consider and if thought fit, to pass the following resolution, as a Special Resolution, for creation of charges, mortgages, hypothecation on the immovable and movable properties of the company under section 180(1)(a) of the companies act, 2013:

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

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

**By Order of the Board of Directors
For Visco Trade Associates Ltd**

Sd/-

Megha Patodia

Company Secretary

ICSI Membership No.: ACS 48639

Place: Kolkata

Date: October 03, 2024

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NOTES

- 1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of the resolutions contained in the above Notice is appended and forms part of the Notice.**
2. As per the MCA Circulars, physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
3. The E-voting Notice is being sent to all the Members whose names appear in the Register of Members/ Record of Depositories as on September 30, 2024. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on that date.
4. You are requested to read carefully the instructions before exercising the vote and complete the E-voting on or before 5.00 P.M. on November 02, 2024.
5. The Company is offering only Remote E-voting facility to its Members to enable them cast their vote. A Member has to carefully follow the instructions as given for E-voting. He/ She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.
6. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on September 30, 2024, being the Cut-off Date fixed for the purpose
7. Voting through electronic means
In terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations read with MCA Circulars and applicable SEBI Circulars, the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on September 30, 2024, being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by Central Depository Services (India) Limited (CDSL).
8. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch until the last date for receipt of votes by e-voting i.e. November 02, 2024. Members may send their requests to tradevisco@gmail.com or mdpldc@yahoo.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
9. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).
10. The instructions for E-voting are as under:
Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1. User already registered for IDeAS facility:<ol style="list-style-type: none">I. Visit URL: https://eservices.nsdl.comII. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”IV. Click on company name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.2. User not registered for IDeAS e-Services<ol style="list-style-type: none">I. To register click on link: https://eservices.nsdl.comII. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspIII. Proceed with completing the required fields.IV. Follow steps given in points 13. Alternatively, by directly accessing the e-Voting website of NSDL<ol style="list-style-type: none">I. Open URL: https://www.evoting.nsdl.com/II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.III. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name.V. On successful selection, you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Existing user who has opted for Easi / Easiest<ol style="list-style-type: none">I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.comII. Click on New System MyeasiIII. Login with your registered user id and password.IV. The user will see the e-Voting Menu. The Menu will have links of e-Voting service providers.V. Click on e-Voting service provider name to cast your vote.2. User not registered for Easi/Easiest<ol style="list-style-type: none">I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration https://web.cdslindia.com/myeasitoken/Registration/EasiRegistrationII. Proceed with completing the required fields.III. Follow the steps given in point 1

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	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective e-Voting service provider where the e- Voting is in progress</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, 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.</p> <p>III. Click on options available against company name or e-Voting service provider and you will be redirected to e-Voting website for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

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

- (i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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">• 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.
Dividend Bank Details OR 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">• 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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Visco Trade Associates Limited on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; 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.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

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If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

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

Explanation relating to Resolution No. 1:

The Company's Board of Directors in its meeting held on August 02, 2024 after deliberations on multiple options for the new brand of the Company unanimously approved to change the name of the Company from "Visco Trade Associates Ltd" to "GAMCO Limited", subject to approval of the shareholders and the requisite statutory approvals including from the Reserve Bank of India, Central Government, Registrar of Companies, etc. Subsequent to these approvals consequent alteration in the Memorandum of Association and Articles of Association of the Company would also be made.

As a part of the rebranding exercise of the Company and to reflect the true vision of the Company with the brief that the new brand should embrace the vision for the Company and form the basis to build and sustain strong stakeholder relationships.

"GAMCO" is the abbreviated form of Goenka Asset Management Company which will better reflect the Company's forward-looking approach and strategic direction. The renaming is aligned with the vision of Group consolidation of two or more business entities whereby group of organizations will be treated as a single entity.

"GAMCO" aligns with the Company's customer-centric approach. It allows for the development of strong relationships built on mutual respect and trust.

It is thereby proposed to change the name of the Company from "Visco Trade Associates Ltd" to "GAMCO Limited" and consequent alteration in the Memorandum of Association and Articles of Association of the Company. The proposed name "GAMCO Limited" has been approved and made available by Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre, Gurgaon on September 14, 2024.

Since incorporation, there has been no change in the name of the Company. The equity shares of the Company are listed on the BSE Limited ("BSE").

The proposed change of name of the Company as aforesaid would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members/ stakeholders and would be subject to approval of the Central Government. As per the provisions of Companies Act, 2013 ("the Act"), approval of the shareholders

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is required for changing the name of the Company and consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

The Company is in compliance with the conditions provided under Regulation 45(1) of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), with respect to change of name of the listed entity, to the extent they are applicable. A Certificate obtained from M/s Pawan Gupta & Co., Chartered Accountants (Firm registration number 318115E) dated October 01, 2024 to this effect is annexed hereto and forms part of this Notice and explanatory statement.

The Board recommends the resolution as set out at Resolution No. 1 of this Notice, for the approval by the shareholders, as Special Resolution.

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

Explanation relating to Resolution No. 2 & 3:

The Company’s Board of Directors in its meeting held on August 02, 2024 after deliberations has decided to increase the borrowing limit, which are in general required to be secured by suitable mortgage or charge subject to necessary approvals.

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

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

Keeping in view the above requirement, it is proposed to revise the borrowing powers of the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and the Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board or Committee to scale up its capacity and coverage and hence it is considered necessary to increase the limits to Rs. 100 crore (Rupees One Hundred Crore Only).

Members of the Company are requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of an ‘undertaking’ for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of ‘substantially the whole of the undertaking’ for the purposes of Section 180(1) is in any financial

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CIN: - L57339WB1983PLC035628; Website: - www.viscotradeassociates.in;

year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

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

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

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

**By Order of the Board of Directors
For Visco Trade Associates Ltd**

Sd/-

Megha Patodia

Company Secretary

Membership No.: ACS 48639

Place: Kolkata

Date: October 03, 2024



PAWAN GUPTA & CO.

CHARTERED ACCOUNTANTS

22, BIPLABI RASH BEHARI BASU ROAD
4TH FLOOR, ROOM # 39, KOLKATA - 700 001

☎ : 3028 6661 / 62/ 63, E-mail : pawangupta@pgco.in

To,
The Board of Directors,
Visco Trade Associates Ltd
CIN – L57339WB1983PLC035628
P-45 Goragacha Road, New Alipore,
Kolkata – 700 053

CERTIFICATE UNDER REGULATION 45(1) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR CHANGE OF NAME OF M/S. VISCO TRADE ASSOCIATES LTD:

With reference to the application for approval regarding change of name of company from “Visco Trade Associates Ltd”, we have examined the relevant records of the company and information provided by the management of the company in relation to issue a certificate for compliance with the conditions mentioned under sub Regulation (1) Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for change of company's name from “Visco Trade Associates Ltd” to “GAMCO Limited”.

Based on our examination of records and according to the information and explanation given to us, pursuant to requirements of provision of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we do hereby confirm that:

- a) Time period of at least one year has elapsed from the last name change that was occurred in the year:
The company has not changed its name since at least one year.
- b) At least fifty Percent of total revenue in the preceding one-year period has been accounted for new activity suggested by the new name:
Not applicable since there is no change in the activity/project of the company in the preceding one-year period.
- c) The amount invested in the new activity / project is at least fifty percent, of the assets of the listed entity:
Not applicable since there is no change in the activity/project of the company.

This certificate is issued at the request of the Company for submission to Stock Exchange(s), where equity shares of the Company is listed.

Detailed bifurcation of the income earned by the Company under various activities during the preceding 1 year:

<u>From 1st April 2023 to 31st March, 2024</u>	<u>Amount (Rs. In lakhs)</u>
Income from prior business activity- • Trading, Investing and Lending	Rs. 21,155.27
Income from new business activity:	Not applicable as there is no change in line of business.

Thanking You,
For **PAWAN GUPTA & CO.**
Chartered Accountants
Firm Regn. No.318115E

Pawan
Kumar
Gupta

Digitally signed
by Pawan Kumar
Gupta
Date: 2024.10.01
14:30:16 +05'30'

(CA. P. K. Gupta)
Proprietor
Membership No.053799

Place : Kolkata
Date : October 1, 2024.
UDIN : 24053799BKEOHH2558