

**CONSOLIDATED SCRUTINIZER'S REPORT
OF
GAMCO LIMITED
44TH ANNUAL GENERAL MEETING
HELD ON 16TH SEPTEMBER, 2026
AT 11.30 A.M.**

SCRUTINIZER:

BABU LAL PATNI, PRACTISING COMPANY SECRETARY

51, NALINI SETT ROAD

5TH FLOOR, ROOM NO-19

KOLKATA-70007

EMAIL ID: PATNIBL@YAHOO.COM

BABU LAL PATNI
COMPANY SECRETARY

51, NALINI SETT ROAD
5TH FLOOR, ROOM NO. 19
KOLKATA - 700 007
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CONSOLIATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
44th Annual General Meeting of the Members of Gamco Limited
Held on: 16th September, 2026 at 11.30 A.M
At Hindusthan Club Limited, Board Room, 4/1 Sarat Bose Road, Kolkata-700020.

Dear Sir,

1. I, **Babu Lal Patni**, a Company Secretary in Practice, having FCS No: 2304 & COP No: 1321, have been appointed as a Scrutinizer by the Board of Directors of **GAMCO LIMITED** (the Company) at their Board Meeting held on 17st August, 2026 for the purpose of scrutinizing the e-voting process(remote e-voting) and voting by use of ballot at the venue of 44th Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) on the Resolutions contained in the Notice to the 44th AGM of the Equity Shareholders of the Company, held on 16th day of September, 2026 at Hindusthan Club Limited, Board Room, 4/1 Sarat Bose Road, Kolkata-700020.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules relating to voting through electronic means (i.e. by remote e-voting) and voting by using ballot by the shareholders at the 44th AGM for the Resolutions contained in the Notice to the 44th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) and voting by using ballot at the 44th AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions as stated above, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting) and report of voting by use of ballot at the 44th AGM.
3. The voting period for remote e-voting commenced on Sunday, 13th September, 2026 at 9:00 A.M. (IST) and ended on Tuesday, 15th September, 2026 at 5:00 P.M.(IST) and the CDSL e-voting platform was blocked thereafter.
4. After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

5. The votes cast under remote e-voting facility were unblocked after the closure of the Meeting in the presence of two witnesses who were not in the employment of the company after the conclusion of the Annual General Meeting.
6. I have scrutinized and reviewed the remote e-voting and the votes tendered therein based on the data downloaded from Central Depository Services Limited (CDSL) e-voting system.
7. I submit herewith my Consolidated Scrutinizer's Report & relevant details on the results of voting through electronic means (i.e. by remote e-voting) as under:

ORDINARY BUSINESS

Item No 1: ORDINARY RESOLUTION

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon.

	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
	Nos	% of total number of valid votes	Nos	% of total number of valid votes	
Remote E-Voting	46752969	100	864	0	0
Physical Voting at AGM	109149	100	0	0	0
Total	46862118	100	864	0	0

Item No 2: ORDINARY RESOLUTION

To appoint a director in place of Mr. Vinay Kumar Goenka (DIN: 01687463), who retires by rotation and being eligible, offers himself for re-appointment.

	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
	Nos	% of total number of valid votes	Nos	% of total number of valid votes	
Remote E-Voting	46752969	100	864	0	0
Physical Voting at AGM	109149	100	0	0	0
Total	46862118	100	864	0	0

SPECIAL BUSINESS

Item No 3: SPECIAL RESOLUTION

Approval for Issue of Equity Shares on Preferential Basis.

	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
	Nos	% of total number of valid votes	Nos	% of total number of valid votes	
Remote E-Voting	46752969	100	864	0	0
Physical Voting at AGM	109149	100	0	0	0
Total	46862118	100	864	0	0

8. The electronic data and all other relevant records relating to the voting is under my safe custody and will be handed over to the Chairman for preserving safely after the Chairman considers, approves and signs the Minutes of the 44th AGM.

Place: Kolkata

Dated: 16th September, 2026

Signature:

BABU LAL PATNI
Digitally signed by
BABU LAL PATNI
Date: 2026.09.16
16:23:36 +05'30'

Name of the Company: BABU LAL PATNI

Secretary in Practice

FCS No : 2304

C.P.No : 1321

UDIN : F002304H001509238

P.R. No. : 7718/2026

**Countersigned by:
For Gamco Limited**

CHAIRMAN

EXTRACT OF THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF GAMCO LIMITED ("COMPANY") HELD ON WEDNESDAY THE 16TH SEPTEMBER 2026 COMMENCED AT 11:30 A.M. (I.S.T.) AND CONCLUDED AT 01:30 PM AT HINDUSTHAN CLUB LIMITED, 1ST FLOOR, BOARD ROOM, 4/1 SARAT BOSE ROAD, KOLKATA- 700 020

Special Business:

3. Approval for Issue of Equity Shares on Preferential Basis

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **"Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement executed with the Stock Exchange, where the shares of the Company are listed (**"Stock Exchange"**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**"SEBI"**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI (ICDR) Regulations"**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**"Takeover Regulations"**) as amended, with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 43,05,960 (Forty-Three Lakhs Five Thousand Nine Hundred and Sixty only) Equity Shares of face value of ₹2/- each, to identified strategic investors belonging to the **"Non-Promoter"** Category, at an issue price of INR 50/- (Indian Rupees Fifty Only) per equity share including a premium of INR 48/- (Indian Rupees Forty-Eight Only) per equity share for an aggregate cash consideration of ₹21,52,98,000/- (Rupees Twenty One Crores Fifty-Two Lakhs Ninety Eight Thousand Only) determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations on such further terms and conditions as detailed herein below, to the below mentioned persons (**"Proposed Allottees"**):

Sl. No.	Name Of the Proposed Allottee	PAN	No. of Equity Shares proposed to be allotted	Name(s) of the Ultimate Beneficial Owner
1.	DA Tradetech Pvt Ltd	AAACD5327L	5,84,000	Daud Ali
2.	Thermic Steel Company Private Limited	AAACT9965C	4,00,200	Om Prakash Jalan
3.	Jenuine Advisory Private Limited	AAC CJ5078Q	3,00,000	Kiran Dalmia, Prativa Dalmia
4.	Inter Globe Overseas Limited	AABCF2314C	1,84,000	Pramod Jain, Rakhi Jain, Manju Jain, Navin Jain
5.	Vyaparik Pratisthan Limited	AAACV9167G	1,01,200	Surindar Mondal
6.	Pashupati Laminators Private Limited	AAECP3707C	1,00,000	Manisha Goenka
7.	Sanjay Sureka HUF	AAJHS3129P	1,00,000	Sanjay Sureka
8.	Munisuvrat Venture Private Limited	AACCG4222D	1,00,000	Ajit Kumar Jain
9.	Dipika Bafna	AIBPP8240N	1,00,000	NA
10.	Dadi-Ma Steels (India) Private Limited	AAACD9227D	1,00,000	Sunil Bansal
11.	Utkarsh Metal Industries Private Limited	AAACU9358C	1,00,000	Sunil Bansal
12.	Eragon Sales Private Limited	AADCE1422E	2,00,000	Dinesh Goyal, Rashmi Goyal
13.	Akansha Banquet LLP	ABMFA1918J	2,00,000	Dinesh Goyal, Rashmi Goyal
14.	Ujesh Banquets Private Limited	AACCU2710J	2,00,000	Dinesh Goyal, Rashmi Goyal
15.	Drolia Agencies Private Limited	AAACD9234C	2,00,000	Bimal Kumar Drolia, Pramod Drolia
16.	Carnation Realcon Private Limited	AAECC4377R	92,000	Harsh Vardhan Hada
17.	U.Y. Fincorp Limited	AAACG9769R	92,000	NA
18.	Resource Vincom Private Limited	AAECR2441M	55,200	Rajendra Bhutra

GAMCO LIMITED

(Formerly known as Visco Trade Associates Limited)
 25A, S. P. Mukerjee Road, 3rd Floor
 Bhawanipore, Kolkata - 700 025

+91 33 2475 0073
 ✉ tradevisco@gmail.com

www.gamco.co.in
 CIN : L57339WB1983PLC035628

Sl. No.	Name Of the Proposed Allottee	PAN	No. of Equity Shares proposed to be allotted	Name(s) of the Ultimate Beneficial Owner
19.	Pushpak Financial Services Private Limited	AABCP0040P	50,600	Sajjan Kumar Naredi
20.	Ashish Daruka	AFJPD8011Q	50,000	NA
21.	Harshit Goyal	EEZPG1961M	50,000	NA
22.	Abhyudaya Housing and Constructions Private Limited	AADCA9526B	50,000	Manoj Kumar Agarwal
23.	Vishal Video & Appliances Private Limited	AADCV0236F	50,000	Manoj Kumar Agarwal
24.	Value Plus Retail Private Limited	AACCV6349N	50,000	Mudit Agarwal
25.	Pulkit Agarwal	BWXPA1492C	50,000	NA
26.	India Fast Forward Advisory Private Limited	AADCI3310B	50,000	Preeti Jain
27.	Anju Gupta	AGRPG0829Q	50,000	NA
28.	Uttam Kumar Gupta	ADUPG5305R	50,000	NA
29.	Manmohan Shubhakaran Goenka	AAFGP0361B	50,000	NA
30.	Hindcon Solutions Private Limited	AAECP9019M	50,000	Sanjay Goenka, Vansh Goenka
31.	Pratik Kayal	DHNP9689A	50,000	NA
32.	Chancellor Commodeal Private Limited	AACCC1390E	46,000	Satya Narayan Sureka
33.	Sajjan Kumar Goenka	ADVPG8546P	46,000	NA
34.	Askaran Roop Chand Choraria	ACFFA8435N	37,720	Sundeep Kumar Choraria
35.	Hardik Choraria	CCHPC9227J	37,720	NA
36.	Sundeep Choraria HUF	AAOHS4143L	37,720	NA
37.	Khushi Choraria	CCHPC9224M	37,720	NA
38.	Shagun Choraria	AYCPC2453P	37,720	NA
39.	Sundeep Kumar Choraria	ADRPC4140K	37,720	NA
40.	Tanuja Choraria	ACJPC1270B	37,720	NA
41.	Vanshikha Choraria	BDYPC6312H	37,720	NA
42.	Daulat Jain	ACUPJ2230P	30,000	NA
43.	Divya Vincom Private Limited	AADCD0234B	23,000	Bikash Hazra
TOTAL			43,05,960	

“RESOLVED FURTHER THAT the Relevant Date, as stipulated in Regulation 161 of SEBI (ICDR) Regulations for the purpose of determination of the Issue Price of the Equity Shares to be issued and allotted as above shall be Monday, August 17, 2026, being the 30th day prior to Wednesday, September 16, 2026 i.e., the date on which the Annual General Meeting of the members to be convened in terms of Section 62 of the Companies Act, 2013 to approve this preferential issue.”

“RESOLVED FURTHER THAT without prejudice to the generality of the aforesaid Resolution, the issue of Equity Shares to the Proposed Allottees under the Preferential Issue shall be subject to following terms and conditions prescribed under the Act and the SEBI (ICDR) Regulations, 2018 including the following:

- 100% of the preferential allotment consideration shall be payable on or before the date of allotment of the equity shares;
- The equity shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company against cash consideration;
- The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialized form.
- The Equity Shares to be allotted shall rank pari-passu in all respects with the existing Equity Shares of the Company, including dividend.
- The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of the special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchange is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

- vi. The consideration for allotment of Equity Shares shall be paid to the company from the bank of the Proposed Allottee(s).
- vii. The equity shares so offered, issued and allotted will be issued on BSE Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

“RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (ICDR) Regulations, 2018.

“RESOLVED FURTHER THAT the consideration to be received by the Company from the Proposed Allottees towards application for subscription of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Act.”

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from Mr. Babu Lal Patni, Practicing Company Secretary (ICSI Membership No.: FCS 2304 CP No: 1321), certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018 shall be made available for the inspection by the Members during the meeting and will also be made available on the Company's website: <https://gamco.co.in> and will be accessible at the link under the Investor Relation Tab at <https://www.gamco.co.in/investor-relation.html>.”

“RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/ Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority, if any, may impose at the time of their approval as agreed by the Board.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized any director on behalf of the Company to do all such actions and do all such deeds, matters and things including signing of all forms, documents, filing with Registrar of Companies, Stock Exchange, Depositories or any other agency as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper and incidental to give effect to the aforesaid Resolution.

**Certified True Copy
For Gamco Limited**

Monika Kedia
Company Secretary & Compliance Officer
Membership No.- A26726
Place: Kolkata
Date: September 17, 2026