

EXTRACTS OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF GAMCO LIMITED (FORMERLY KNOWN AS VISCO TRADE ASSOCIATES LIMITED) HELD AT ITS REGISTERED OFFICE SITUATED AT 25A, S.P. MUKHERJEE ROAD, 3RD FLOOR, BHAWANIPORE, KOLKATA – 700025 ON THURSDAY, 20TH DAY OF NOVEMBER, 2025

“RESOLVED THAT pursuant to the provisions of Section 233 of the Companies Act, 2013, and the relevant rules made thereunder (including Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2025, as amended from time to time, and in accordance with the Memorandum and Articles of Association of the Company and subject to requisite approval of the Shareholders/Creditors, if any, of the Company and the sanction of the Central Government and/or Regional Director, Eastern Region, Ministry of Corporate Affairs and/or National Company Law Tribunal (NCLT), and such other competent authority(ies) as may be applicable/required, the consent of the Board of Directors be and is hereby accorded to the Scheme of Amalgamation (“Scheme”) between Complify Trade Private Limited (Transferor Company) and GAMCO Limited (Transferee Company), as per the terms and conditions mentioned in the Scheme of Amalgamation (the Scheme) as placed before the Board and initialed by the Chairman of the meeting for the purpose of identification and that the said scheme be and is hereby approved wherein the Appointed Date is 1st day of the relevant quarter in the financial year in which the order sanctioning and confirming the Scheme of Amalgamation is passed by the Sanctioning Authority.

RESOLVED FURTHER THAT the Transferor Company is a wholly-owned subsidiary of GAMCO Ltd, the fast-track merger route under Section 233 of the Companies Act, 2013 is being adopted.

RESOLVED FURTHER THAT Risbh Kumar Singhi, Company Secretary of the Company, Gopal Kumar Roy, Chief Financial Officer of the Company, Rajeev Goenka (DIN: 03472302) and Vinay Kumar Goenka (DIN: 01687463), directors of the Company be and are hereby authorised to issue a notice in the prescribed form (Form CAA-9) to invite objections or suggestions (if any) from the Registrar of Companies, the Official Liquidator and other persons likely to be affected by the Scheme, in accordance with Section 233(1)(a) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Company shall file a declaration of solvency in the prescribed form (Form CAA-10) with the Registrar of Companies in compliance with Section 233(1)(c).

RESOLVED FURTHER THAT the said scheme be submitted to the Registrar of Companies, Official Liquidator, Income Tax Department, Reserve Bank of India, Kolkata and Securities and Exchange Board of India, and that Risbh Kumar Singhi, Company Secretary of the Company, Gopal Kumar Roy, Chief Financial Officer of the Company, Rajeev Goenka (DIN: 03472302) and Vinay Kumar Goenka (DIN: 01687463), directors of the Company be and are hereby authorized severally to certify, sign all documents, forms and applications that are required to be filed before the Central Government and /or Regional Director or any other appropriate authorities as notified and/or such other competent authority as may be necessary and also to swear and file affidavits that will be required on behalf of the Company and to do all such acts and things that the appropriate authorities may so direct from time to time for giving effect to Scheme of Amalgamation.”

RESOLVED FURTHER THAT Risbh Kumar Singhi, Company Secretary of the Company, Gopal Kumar Roy, Chief Financial Officer of the Company, Rajeev Goenka (DIN: 03472302) and Vinay Kumar Goenka (DIN: 01687463), directors of the Company be and are hereby authorized severally to take all the necessary steps to:



- a) File the Scheme of Amalgamation with the Registrar of Companies, Kolkata, Official Liquidator, Kolkata and any other appropriate authority as fit and necessary and to obtain approval and/or recommendation to be placed before the shareholders/ stakeholders for consideration and necessary amendments in necessary Form as provided in Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2025, including Form CAA-9, CAA-10 and all other e-forms/ form as Stated in Companies (Compromises, Arrangements and Amalgamations), Amendment Rules, 2025 and other relevant Rules, if any;
- b) File applications with the Central Government and/or Regional Director or any other Authorities as notified and / or such other competent authority as may be necessary and holding meetings of the shareholders/ creditors of the Company to give effect to the Scheme;
- c) File necessary application / e-form/ petitions for confirmations of the Scheme with the Central Government and/or Regional Director or any other Authorities as notified and/or such other competent authority as may be necessary;
- d) For the above purposes, to engage and appoint professional of the Company, to provide all required services to get the Scheme approved, to serve, declare and file all pleadings, reports, and sign and issue public advertisements and notices, if any;
- e) Obtain approval and represent before Registrar of Companies, Kolkata, Hon'ble Regional Director, Eastern Region, and such other relevant Authorities and entities including the shareholders and creditors etc. as may be necessary to give effect to the said Scheme of Amalgamation;
- f) Settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;
- g) Sign and execute the request letters for obtaining the necessary No - Objection / sanction letters for the dispensation of the meetings of the shareholders/ creditors, if any, of the company for approving the Scheme of Amalgamation and thereafter submit the same on receipt to the Hon'ble Regional Director, Eastern Region. / the Central Government as notified under Section 233 of the Companies Act, 2013 or any other appropriate authority;
- h) Produce all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;
- i) Take all procedural steps for having the Scheme of Amalgamation sanctioned by the Central Government and/or Hon'ble Regional Director, Eastern Region, or any other Authorities as notified including filing necessary applications, affidavits, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;
- j) Accept services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notice processes to parties or persons concerned;
- k) Make any alterations / changes in the Scheme upon the recommendations / instructions of any of the authority (ies) including but not limited to the Central Government and/or Hon'ble Regional Director, Eastern Region, or any other Authorities as notified, as may be expedient which does not materially change the substance of the scheme;
- l) Sign, execute, certify all applications, petitions, vakalatnamas, forms, affidavits, undertakings, resolutions and any other papers or documents relating to the Scheme and to file, submit, furnish all or any of such documents as are mentioned hereinbefore with respective authorities including but not limited to the Central Government and/or Hon'ble Regional Director, Eastern Region, or any other Authorities as notified, The Registrar of Companies, West Bengal at Kolkata, The Hon'ble Regional Director, Eastern Region, the Superintendent of Stamps/Additional Registrar of Assurances, Kolkata and generally to do and execute all acts, matters, things, deeds and documents as may be necessary and expedient for the purpose of giving effect to the Scheme.



GAMCO LIMITED

(Formerly known as Visco Trade Associates Limited)
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 CIN : L57339WB1983PLC035628

RESOLVED FURTHER THAT Shri Madan Kumar Maroti FCA, N. Gurumurthy FCA, Mr. Arihant Maroti, ACA and Radhika Patodia, ACA all partners of M/s. Maroti & Associates, Chartered Accountant be and are hereby appointed and authorized to appear before, present, hear, file, submit, argue, clarify, to receive, take delivery of notice and order and to do all such acts and things that may be required by the appropriate authorities Pursuant to Section 233 of the Companies Act, 2013 and read together with the Companies (Compromises, Arrangements and Amalgamation) Amendment Rules, 2025 in connection with the Scheme of Amalgamation of, Complify Trade Private Limited (Transferor Company) with GAMCO Limited (Transferee Company).

Certified to be true

For GAMCO LIMITED

(Formerly known as Visco Trade Associates Ltd)

GAMCO LIMITED

Risinghi
Rishabh Kumar Singh
Authorized Signatory/Director
Company Secretary
Membership No. – A52762