

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

Notice is hereby given that the Extra-Ordinary General Meeting ('EOGM') of the Members of GAMCO LIMITED ("the Company") will be held on Wednesday, 5th day of November, 2025 at 12 Noon. IST through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') for which purpose the Registered Office situated at 25A, S.P. Mukherjee Road, 3rd floor, Bhawanipore, Kolkata – 700025, shall be deemed as the venue for the meeting and proceedings of the EOGM shall be deemed to be made thereat to transact following business:

SPECIAL BUSINESS:

Item No. 1. Sale of Shares held in Visco Advisory Private Limited, wholly owned subsidiary of the Company

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

“RESOLVED THAT pursuant to Regulation 24 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and modified and in force and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, as amended, modified and in force, rules issued thereunder, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations and subject to the Memorandum and Articles of Association of the Company, and subject to requisite approvals, if any, of any relevant statutory, regulatory or Governmental authorities, the consent, approval and authority of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to sell, transfer and dispose off entire stake held by it in Visco Advisory Private Limited (VAPL), a wholly owned subsidiary of the Company at a minimum consideration of Rs.36,00,000 (Rupees Thirty Six Lakhs only) or at a consideration not less than the fair value as determined by an Independent Registered Valuer, for cash consideration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to determine all terms and conditions in relation to the above sale, settle all questions, difficulties or doubts that may arise in this regard and in complying with the requisite regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors and such person(s) authorized by the Board of Directors, be and is hereby authorised to do all such acts, deeds, deal with such things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the Regulatory / Statutory Authorities and is hereby authorized to delegate all or any of its powers conferred to any Committee of Directors or any Executive Director or Directors or any Key Managerial Personnel of the Company to give effect to this aforesaid resolution.”

By Order of the Board of Directors
For GAMCO LIMITED
(Formerly known as Visco Trade Associates Ltd)
Sd/-

Place: Kolkata
Date: 14th October, 2025

Risbh Kumar Singhi
Company Secretary
ICSI Membership No.: ACS 52762

Registered Office
25A, S.P. Mukherjee Road,
3rd floor, Bhawanipore,
Kolkata- 700025
CIN: L57339WB1983PLC035628

NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular No. 03/2025 dated September 22, 2025 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars") has permitted the holding of General Meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.
2. In compliance with the aforesaid MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this Extra Ordinary General Meeting ("Meeting" or "EOGM") of the Company is being held through VC / OAVM. The proceedings of the EOGM are deemed to be conducted at the Registered Office of the Company situated at 25A, S.P. Mukherjee Road, 3rd floor, Bhawanipore, Kolkata – 700025.
3. Pursuant to the MCA circulars, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the proxy form and attendance slip are not annexed hereto. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
4. In compliance with the aforesaid MCA Circulars, Notice of the EOGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Notice of EOGM to those Members who request the same at tradevisco@gmail.com mentioning their Folio No./DP ID and Client ID. Members may note that the EOGM Notice has been uploaded on the website of the Company: <https://www.gamco.co.in/>, and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and is also available on the website of Central Depository Services (India) Limited (CDSL) - <https://www.evotingindia.com>.

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

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

Or

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

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

5. Institutional Investors/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc), who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the EOGM through VC or OAVM or to vote through remote e-voting are requested to send a scanned copy (PDF/JPEG Format) of a certified copy of the Board Resolution or Governing Body Resolution/Authorisation etc, authorising its representative to attend the EOGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to patnibl@yahoo.com with copies marked to the Company at tradevisco@gmail.com and to its RTA at mdpldc@yahoo.com, not later than 48 hours before the scheduled time of the commencement of the Meeting.

GAMCO LIMITED

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25A, S. P. Mukerjee Road, 3rd Floor
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+91 33 2475 0073
✉ tradevisco@gmail.com

www.gamco.co.in
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6. Corporate Members/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on the “Upload Board Resolution/Authority Letter” displayed under the “e-Voting” tab in their login.
7. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning Special Businesses, as set out above is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at the EOGM are provided as an annexure to the Notice.
8. Members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date i.e., Wednesday, 29 October, 2025.
10. Members who have cast their vote by remote e-voting prior to the EOGM may also attend/ participate in the EOGM through VC / OAVM but shall not be entitled to cast their vote again.
11. The Members can join the EOGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the EOGM, without restriction on account of a first come first served basis.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Wednesday, 29 October, 2025 only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM through e-voting. Any person, who acquires shares of the Company and become member of the Company after sending the notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at mdpldc@yahoo.com.
13. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, Maheshwari Datamatics Private Limited for assistance in this regard.
14. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant (“DP”) in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. The consolidation will be processed in demat form.
16. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to

fill out and submit Form No. ISR-3. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
18. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the EOGM and Members at the EOGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings the EOGM. Members who have cast their vote by remote e-voting prior to the EOGM will also be eligible to participate at the EOGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through e-Voting.
19. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), the MCA Circulars, and the Secretarial Standard on General Meeting (SS2) issued by the Institute of Company Secretaries of India the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the EOGM will be provided by CDSL.
20. The remote e-voting period commences on Sunday, 2 November, 2025 (9:00 A.M.) and ends on Tuesday, 4 November 2025 (5:00 P.M.). During this period member of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Wednesday, 29 October, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter at 5:00 P.M. on Tuesday, 4 November 2025. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
21. The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the EOGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the EOGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.
22. Mr. Babu Lal Patni, Practicing Company Secretary (Membership No. F2304 & CP No.1321) has been appointed as the Scrutinizer by the Board for providing a facility to the Members of the Company to scrutinize the remote e-Voting process before the EOGM as well as remote e-Voting during the EOGM fairly and transparently.
23. Members are encouraged to submit their questions in advance concerning any matter to be placed at the EOGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to reach the Company's email address at tradevisco@gmail.com before 5:00 P.M. (IST) on Friday, 24 October, 2025. Queries that remain unanswered at the EOGM will be appropriately responded to by the Company at the earliest, post the conclusion of the EOGM.
24. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile at tradevisco@gmail.com before 5:00 P.M. (IST) on Friday 24 October, 2025. Only those Members who have pre-registered themselves as a speaker on the dedicated email id tradevisco@gmail.com will be allowed to express their views/ask questions during the EOGM.

25. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.
26. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EOGM.
27. In case of joint shareholders attending the meeting, joint holder whose name is higher in the order of names will be entitled to vote.

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

The remote e-voting period commences on Sunday, 2 November, 2025 (9:00 A.M.) and ends on Tuesday, 4 November 2025 (5:00 P.M.) (IST). During this period, Members holding shares as on Wednesday, 29 October, 2025 i.e. cut-off date, may cast their vote electronically.

The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 29 October, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date, Wednesday, 29 October, 2025.

i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** as amended from time to time under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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

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

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL's Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on

	www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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Individual Shareholders holding securities in Demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to eVoting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote eVoting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to eVoting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

IMPORTANT NOTE: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. CDSL and NSDL:

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(Formerly known as Visco Trade Associates Limited)
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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 022-23058738 and 022-23058542-43 and 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 022 - 4886 7000 and toll free No.: 1800 1020 990 and 1800 22 44 30

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

PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING SHARES IN DEMAT FORM	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. - Please Enter the DOB or Bank Account Number in order to Login. - If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field.

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

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- m. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- p. If Demat account holder has forgotten the same password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(ii) Note for Institutional Shareholders & Custodians:

- a) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c) After receiving the login details, they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

- a. The procedure for attending the meeting & e-Voting on the day of the EOGM is same as the instructions mentioned above for Remote e-voting. Shareholders can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting.
- b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- c. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EOGM.
- d. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- e. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- g. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 02 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at tradevisco@gmail.com. The shareholders who do not wish to speak during the EOGM but have queries may send their queries as per schedule mentioned above mentioning their name, demat account number/folio number, email id, mobile number at tradevisco@gmail.com. These queries will be replied to by the company suitably by email.
- h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- i. Only those shareholders, who are present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EOGM.
- j. If any Votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- a) For Physical Shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card),

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AADHAR (self-attested scanned copy of Aadhar Card) by email to company at tradevisco@gmail.com/ RTA email id at mdpldc@yahoo.com

- b) For Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
- c) For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through depository.

If you have any queries or issues regarding attending EOGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

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

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

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

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

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

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

Item No. 1: Sale of Shares held in Visco Advisory Private Limited, wholly owned subsidiary of the Company

Visco Advisory Private Limited (“VAPL”) was incorporated on 3 May 2023 as a wholly owned subsidiary of GAMCO Limited (formerly known as Visco Trade Associates Limited). The main objects of VAPL inter alia include acting as consultants and advisers on matters relating to technical, financial, civil, administrative, and management functions, including industrial expansion, construction, production, marketing, and business development.

The Authorised Share Capital of VAPL is ₹25,00,000 (Rupees Twenty-Five Lakhs only) divided into 2,50,000 equity shares of ₹10 each, and its Paid-up Share Capital is ₹10,00,000 (Rupees Ten Lakhs only) divided into 1,00,000 equity shares of ₹10 each.

VAPL currently owns approximately 17 acres of land located in a strategic and high-potential area. After due evaluation, the Board of Directors of the Company, at its meeting held on 14 October 2025, approved, subject to the approval of Members and other requisite approvals, the proposal to sell or transfer the entire shareholding in VAPL to a prospective acquirer.

The proposed transaction is being undertaken not as part of any restructuring or reorganization, but as a strategic monetization initiative to unlock the significant intrinsic value of the investment held in VAPL, considering the substantial underlying land value and the opportunity to generate resources for future business initiatives.

Although VAPL is not a material subsidiary of the Company within the meaning of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the Company proposes to seek the approval of Members by way of a Special Resolution in compliance with the spirit of Regulations 24(5), 24(6) and 37A of SEBI LODR, as a measure of good corporate governance and abundant caution.

- Regulation 24(5) provides that a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease to exercise control over the subsidiary without passing a special resolution in its general meeting, except in cases of a scheme of arrangement or resolution plan approved under the Insolvency Code.
- Regulation 24(6) provides that a listed entity shall not sell, dispose or lease the assets amounting to more than twenty percent of the assets of its material subsidiary on an aggregate basis during a financial year without the prior approval of shareholders by way of a special resolution.
- Regulation 37A (inserted in 2023) mandates that no listed entity or its subsidiaries shall sell, lease, or otherwise dispose of any undertaking or significant business activity without obtaining prior approval of shareholders by way of a special resolution, except where such sale or disposal is made under a scheme of arrangement or resolution plan approved by a court or tribunal under the Insolvency Code.

While VAPL does not qualify as a material subsidiary under the above provisions, the Company has decided to voluntarily seek Members’ approval under Section 180(1)(a) of the Companies Act, 2013 and Regulations 24(5), 24(6) and 37A of SEBI LODR, to ensure transparency and full regulatory compliance.

The proposed transaction shall be carried out on an arm’s length basis, for a fair consideration determined through an independent valuation, and after due negotiation, ensuring fairness, transparency, and value maximization for shareholders.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

**By Order of the Board of Directors
For GAMCO LIMITED**
(Formerly known as Visco Trade Associates Ltd)

Place: Kolkata
Date: 14th October, 2025

Sd/-
Risbh Kumar Singhi
Company Secretary
ICSI Membership No.: ACS 52762

Registered Office
25A, S.P. Mukherjee Road,
3rd floor, Bhawanipore,
Kolkata- 700025
CIN: L57339WB1983PLC035628