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VISCO TRADE ASSOCIATES LIMITED

41st ANNUAL GENERAL MEETING

DAY	Monday
DATE	18th September, 2023
VENUE	Merchants' Chamber of Commerce & Industry, 2nd floor, 15-B, Hemanta Basu Sarani, Kolkata, West Bengal 700001
TIME	11.30 A.M.

VISCO TRADE ASSOCIATES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vinay Kumar Goenka	Managing Director
Mr. Dipak Sundarka	Whole-Time Director
Mr. Rajeev Goenka	Director
Mrs. Anju Gupta	Independent Director
Mr. Niranjan Kumar Choraria	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Gopal Roy

COMPANY SECRETARY

Ms. Manisha Khaitan

STATUTORY AUDITOR

M/s Pawan Gupta & Co

Chartered Accountants

22, Biplabi Rash Behari Basu Road

4th Floor, Room #39, Kol-700001

Phone: 033 3028 6661/62/63

E-Mail ID: pawangupta@pgco.in

SECRETARIAL AUDITOR

Babu Lal Patni

Practicing Company Secretary

51. Nalini Sett Road, 5th Floor

Room No.19, Kolkata-700007

Tel No.: 2259-7715/6

E-mail: patnibl@yahoo.com

REGISTRAR AND SHARE TRANSFER AGENT

M/s Maheshwari Datamatics Private Limited

23, R N Mukherjee Road, 5th Floor, Kolkata - 700 001.

Phone : 033 22435029 / 22482248

E-Mail ID: mdpldc@yahoo.com

REGISTERED OFFICE

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

CIN: L57339WB1983PLC035628

Phone: 033-4007 6175

E-Mail id: tradevisco@gmail.com; Website: www.viscotradeassociates.in

BANKER

M/s. Axis Bank Limited

Park Street Branch, Kolkata-700016

VISCO TRADE ASSOCIATES LIMITED

AUDIT COMMITTEE

Chairman

Mr. Niranjana Kumar Choraria

Members

Mr. Vinay Kumar Goenka

Mr. Dipak Sundarka

Mrs. Anju Gupta

NOMINATION AND REMUNERATION COMMITTEE

Chairman

Mr. Niranjana Kumar Choraria

Members

Mrs. Anju Gupta

Mr. Rajeev Goenka

STAKEHOLDER RELATIONSHIP COMMITTEE

Chairman

Mr. Niranjana Kumar Choraria

Members

Mr. Dipak Sundarka

Mr. Vinay Kumar Goenka

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NOTICE

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

ORDINARY BUSINESS

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

SPECIAL BUSINESS

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

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

“RESOLVED THAT pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Rule 25(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any (including any statutory modification(s) or re-enactments thereof for the time being in force) Regulation 37 (as amended from time to time) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI LODR Regulations), the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the terms and conditions and modifications(s) as may be imposed, prescribed and/or suggested and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Registrar of Companies, West Bengal, the Official Liquidator, High Court, Calcutta, the Regional Director, Eastern Region, Ministry of Corporate Affairs, Calcutta (being the authorities of Central Government delegated to the Regional Director) or such other competent authority as may be applicable and the confirmations, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the

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Company, the “Scheme of Amalgamation of 2 wholly owned subsidiaries namely - **Skypack Vanijya Private Limited** (Transferor Company No.1) and **Twinkle Fiscal & Impex Services Private Limited** (Transferor Company No.2) with **Visco Trade Associates Limited** (Transferee Company) (“Scheme”), on a going concern basis with effect from 01.10.2022 being the appointed date, be and is hereby approved.”

RESOLVED FURTHER THAT the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the statutory authorities, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper.”

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

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

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

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

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

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

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

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“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rhythm Arora (DIN: 03586033), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, commencing from 18th September 2023 to 18th September, 2028.

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

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

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

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

7. To increase the borrowing limits of the Company

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

“RESOLVED THAT in supersession of the earlier resolution passed and pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the “Board”) to borrow such sum of moneys, as and when required at its discretion, with or without security from banks(s), Financial Institution(s), any body corporate entity(ies), authority(ies), through suppliers credit, through any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time and upon such terms and conditions as the Board or Committee thereof may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company, if any, apart from temporary loans obtained from the Company’s bankers in the ordinary course

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of business , may exceed the aggregate of paid-up share capital of the company and its free reserves provided that the total amount so borrowed by the Board shall not exceed a sum of Rs. 50 crore (Rupees Fifty- Crore Only) or limits so prescribed under Section 180(1) (c) as may be amended from time to time, whichever is higher.

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

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

Sd/-

**Vinay Kumar Goenka
Managing Director
DIN: 01687463**

Date: 19.08.2023

Regd. Office:

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

NOTES FOR MEMBERS' ATTENTION:-

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

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

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

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

4. In terms of the provisions of Section 152 of the Act, Mr. Dipak Sundarka retires by rotation at the Meeting. Save and except the above, none of the Directors / Key Managerial Personnel of the Company /

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their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 3 to 6 of the Notice.

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

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

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

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

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

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

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

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

12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s), dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

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

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their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

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

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

16. In compliance with the MCA Circulars and SEBI Circulars, the Notice of the 41st Annual General Meeting of the Company, interalia, indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map and the Annual Report 2022-2023 are being sent only through electronic mode to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs").

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

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

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

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

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

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

23. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.viscotradeassociates.in and on the website of CDSL immediately after the declaration of