

## VISTAR AMAR LIMITED

(Formerly known as Shubhra Leasing Finance And Investment Company Limited)  
Reg. Off.: Plot - A4, APMC - MAFCO Yard, Sector 18, Vashi, Navi Mumbai – 400703  
Tel: +91 22 6551 5555/ 6551 5556 Fax: +91 22 27880820  
Website: [www.vistaramar.com](http://www.vistaramar.com) CIN No.: L05000MH1983PLC272707

---

Date: 04-09-2019

To,  
Listing Compliance Department  
BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001

**Sub: Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Details of the Voting Results of the 35<sup>th</sup> Annual General Meeting**

Dear Sirs,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the Voting Result of the business transacted at the 35<sup>th</sup>AGM in the prescribed format.

We are also enclosing the consolidated Report of the Scrutinizer on e-voting and voting through Ballot Paper at the 35<sup>th</sup>AGM. The above are also being uploaded on the Company's website.

Kindly acknowledge the receipt and take the same on record.

Thanking you,

Yours Faithfully,  
For Vistar Amar Limited

  
Ramesh Panjri  
Managing Director  
DIN No. 00300737



Encl: As above

# VISTAR AMAR LIMITED

(Formerly known as Shubhra Leasing Finance And Investment Company Limited)  
Reg. Off.: Plot - A4, APMC - MAFCO Yard, Sector 18, Vashi, Navi Mumbai – 400703  
Tel: +91 22 6551 5555/ 6551 5556 Fax: +91 22 27880820  
Website: [www.vistaramar.com](http://www.vistaramar.com) CIN No.: L05000MH1983PLC272707

---

## **35<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON 03<sup>RD</sup> SEPTEMBER, 2019**

### **Declaration of Results of Remote e-voting and Poll**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting to the Members to enable them to cast their vote electronically on the Resolutions proposed in the Notice of 35<sup>th</sup> Annual General Meeting (AGM). The remote e-voting was open from 10:00 a.m. on 31<sup>st</sup> August, 2019 upto 5:00 p.m. on 02<sup>nd</sup> September, 2019.

Further in line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by Ministry of Corporate Affairs, voting of Show of Hands was not permitted at the General Meeting where e-voting has been offered to the Members. Therefore, at the 35<sup>th</sup> AGM, Voting was conducted by means of poll.

The Board of Directors had appointed Mrs. Isha Sumit Gupta, proprietor of M/s. I S Gupta & Co., Company Secretaries as the scrutinizer for remote e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 05:00 p.m. on 02<sup>nd</sup> September, 2019 and on poll at the 35<sup>th</sup> AGM and submitted Consolidated Report on 03<sup>rd</sup> September, 2019.

Based on the Scrutinizer's Report and pursuant to Clause 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following result is hereby announced to the Members on 04<sup>th</sup> September, 2019 at the Registered Office of the Company:

<b>Sr. No</b>	<b>Particulars</b>	<b>Details</b>
<b>1</b>	<b>Date of Annual General Meeting</b>	<b>03<sup>rd</sup> September, 2019</b>
<b>2</b>	<b>Total number of shareholders as on Cut-Off date</b>	<b>626</b>
<b>3</b>	<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
	Promoters and Promoter Group:	<b>1</b>
	Public:	<b>9</b>
<b>4</b>	<b>No. of Shareholders attended the meeting through Video Conferencing</b>	<b>Not Applicable</b>
	Promoters and Promoter Group:	
	Public:	

5	Detail of the Agenda:	Resolution required: (Ordinary/Special)	Whether promoter/promoter group interested in the Agenda/Resolution	Mode of voting: (Show of hands/ Poll/ Postal Ballot/ E-voting)	Result
(i)	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Report of Board of Directors and Auditors thereon	Ordinary Resolution	Not Interested	Poll/ E-voting	Passed with requisite majority
(ii)	Appointment of a Director in place of Mr. Ramesh Upadhyay (DIN No. 07087829), who retires by rotation and being eligible offers himself for re-appointment	Ordinary Resolution	Not Interested	Poll/ E-voting	Passed with requisite majority
(iii)	Ratification of appointment of M/s. S. P. Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company for the year 2019-2020	Ordinary Resolution	Not Interested	Poll/ E-voting	Passed with requisite majority
(vi)	Ratification of Related Party Transactions entered during the F.Y. 2018-2019	Ordinary Resolution	Interested	Poll/ E-voting	Passed with requisite majority

### Consolidated Result of E-voting and Poll

**Ordinary Resolution No.1** - Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Report of Board of Directors and Auditors thereon

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	21,00,000	21,00,000	100%	21,00,000	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>21,00,000</b>	<b>21,00,000</b>	<b>100%</b>	<b>21,00,000</b>	<b>0</b>	<b>100%</b>
Public – Institutions	E-voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

Public-Non Institutions	E-voting	11,00,000	54	0.00%	54	0	100%	0.00%
	Poll		2,43,410	22.13%	2,43,410	0	100%	0.00%
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		<b>11,00,000</b>	<b>2,43,464</b>	<b>22.13%</b>	<b>2,43,464</b>	<b>0</b>	<b>100%</b>
<b>Total</b>		<b>32,00,000</b>	<b>23,43,464</b>	<b>73.23%</b>	<b>23,43,464</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>

**Ordinary Resolution No.2** - Appointment of a Director in place of Mr. Ramesh Upadhyay (DIN No. 07087829), who retires by rotation and being eligible offers himself for re-appointment

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	21,00,000	21,00,000	100%	21,00,000	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		<b>21,00,000</b>	<b>21,00,000</b>	<b>100%</b>	<b>21,00,000</b>	<b>0</b>	<b>100%</b>
Public – Institutions	E-voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public-Non Institutions	E-voting	*11,00,000	54	0.00%	54	0	100%	0.00%
	Poll		1,88,410	17.13%	1,88,410	0	100%	0.00%
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		<b>*11,00,000</b>	<b>1,88,464</b>	<b>17.13%</b>	<b>1,88,464</b>	<b>0</b>	<b>100%</b>
<b>Total</b>		<b>32,00,000</b>	<b>22,88,464</b>	<b>71.51%</b>	<b>22,88,464</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>

\*2 Invalid Vote counted as Mr. Ramesh Upadhyay and Mrs. Anju Upadhyay, being Members of the Company holding 28,000 Shares and 27,000 Shares respectively in aggregate 55,000 Shares (1.72% in aggregate) in the Company who have voted via Poll and are interested in this Resolution.

**Ordinary Resolution No.3** - Ratification of appointment of M/s. S. P. Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company for the year 2019-2020

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes-favour	No. of Votes-against	% of Votes in favour on votes polled	% of votes against on votes polled
----------	----------------	--------------------	---------------------	---	---------------------	----------------------	--------------------------------------	------------------------------------

		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	21,00,000	21,00,000	100%	21,00,000	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>21,00,000</b>	<b>21,00,000</b>	<b>100%</b>	<b>21,00,000</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
Public – Institutions	E-voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public-Non Institutions	E-voting	11,00,000	54	0.00%	54	0	100%	0.00%
	Poll		2,43,410	22.13%	2,43,410	0	100%	0.00%
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>11,00,000</b>	<b>2,43,464</b>	<b>22.13%</b>	<b>2,43,464</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
<b>Total</b>		<b>32,00,000</b>	<b>23,43,464</b>	<b>73.23%</b>	<b>23,43,464</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>

**Ordinary Resolution No.4 - Ratification of Related Party Transactions entered during the F.Y. 2018-2019**

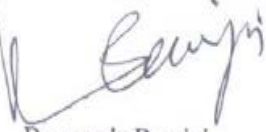
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of Votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-voting	*21,00,000	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>*21,00,000</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public – Institutions	E-voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public-Non Institutions	E-voting	11,00,000	54	0.00%	54	0	100%	0.00%
	Poll		2,43,410	22.13%	2,43,410	0	100%	0.00%
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>11,00,000</b>	<b>2,43,464</b>	<b>22.13%</b>	<b>2,43,464</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
<b>Total</b>		<b>32,00,000</b>	<b>2,43,464</b>	<b>7.61%</b>	<b>2,43,464</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>

*\* 1 Invalid vote counted as M/s. RBP Holdings Private Limited, being Promoter/ Promoter Group Member of the Company holding 21,00,000 Shares (65.62%) in the Company who have voted via remote e-voting and is interested in this Resolution.*

As per the provisions of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015 and based on the Report of the Scrutinizer dated 03<sup>rd</sup> September, 2019, I hereby declare that aforesaid Ordinary Resolutions are duly passed by requisite majority.

Yours Faithfully,

For Vistar Amar Limited

  
Ramesh Panjri



Managing Director

DIN NO. 00300737

Date and Place: 04<sup>th</sup> September, 2019; Navi Mumbai

# I S GUPTA & CO.

## Company Secretary

Isha Sumit Gupta  
B Com, LLB, FCS

8, Govind Nagar, 88, Dixit Road,  
Vile Parle (East), Mumbai – 400057  
Tel: 26116374, 26120042  
Mob: 9892447117  
Email: [csisha@casp Gupta.com](mailto:csisha@casp Gupta.com),  
[csishagupta07@gmail.com](mailto:csishagupta07@gmail.com)

---

### **Consolidated Report of Scrutinizer on Remote e-voting and Poll**

(Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(3)(xii) and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014)

To,  
The Chairman  
Vistar Amar Limited  
Plot - A4, APMC - MAFCO Yard,  
Sector 18, Vashi,  
Navi Mumbai – 400703

Date: 03-09-2019

Re.: **35<sup>th</sup> Annual General Meeting of the Equity Shareholders of Vistar Amar Limited held on Tuesday, 03<sup>rd</sup> September, 2019 at 11.30 a.m. at Plot - A4, APMC - MAFCO Yard, Sector 18, Vashi, Navi Mumbai – 400703**

Dear Sir,

I, Isha Sumit Gupta, Proprietor of M/s. I S Gupta & Co., Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Vistar Amar Limited (“the Company”) for the purpose of the remote e-voting and poll taken on the below mentioned resolutions, at the 35<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Tuesday, 03<sup>rd</sup> September, 2019 at 11.30 a.m at Plot - A4, APMC - MAFCO Yard, Sector 18, Vashi, Navi Mumbai – 400703, submit my report as under:

1. In accordance with the Notice of 35<sup>th</sup> AGM sent to the Shareholders, the voting through electronic means/ remote e-voting was started at 10.00 a.m. (IST) on Saturday, 31<sup>st</sup> August, 2019 and ended at 05.00 p.m. (IST) on Monday, 02<sup>nd</sup> September, 2019.
2. The Equity Shareholders of the company holding shares as on the “cut-off” date i.e. 27<sup>th</sup> August, 2019 were entitled to vote in respect of remote e-voting on the resolutions as contained in the Notice of the 35<sup>th</sup> AGM of the Company.
3. The votes were unblocked from the remote e-voting website of Central Depository Services (India) Limited (CDSL) ([www.evotingindia.com](http://www.evotingindia.com)) in the presence of two witnesses who were not in the employment of the Company.
4. After the time fixed for closing of the poll by the Chairman, Ballot Box kept for the polling was locked in my presence with due identification marks placed by me.
5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by

M/s. Purva Sharegistry (India) Limited, the Registrar and Share Transfer Agents of the Company and the authorization/ proxies lodged with the Company.

6. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.
7. The Consolidated Results of the Poll and Remote e-voting are as under:

Resolution 1: Ordinary Resolution

Adoption of Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup>March, 2019 and the Report of Board of Directors and Auditors thereon

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	7	21,00,054	89.61%
Poll	9	2,43,410	10.39%
<b>Total</b>	<b>16</b>	<b>23,43,464</b>	<b>100%</b>

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid votes:

Type of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
Remote E-voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Resolution 2: Ordinary Resolution

Appointment of a Director in place of Mr. Ramesh Upadhyay (DIN No. 07087829), who retires by rotation and being eligible offers himself for re-appointment

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	7	21,00,054	91.77%



Poll	7	1,88,410	8.23%
<b>Total</b>	<b>14</b>	<b>22,88,464</b>	<b>100%</b>

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid votes:

Type of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
Remote E-voting	0	0
Poll	2*	55,000*
<b>Total</b>	<b>2*</b>	<b>55,000*</b>

*\*2 Invalid Vote counted as Mr. Ramesh Upadhyay and Mrs. Anju Upadhyay, being Members of the Company holding 28,000 Shares and 27,000 Shares respectively in aggregate 55,000 Shares (1.72% in aggregate) in the Company who have voted via Poll and are interested in this Resolution.*

Resolution 3: Ordinary Resolution

Ratification of appointment of M/s. S. P. Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company for the year 2019-2020

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	7	21,00,054	89.61%
Poll	9	2,43,410	10.39%
<b>Total</b>	<b>16</b>	<b>23,43,464</b>	<b>100%</b>

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid votes:

Type of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
Remote E-voting	0	0
Poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Resolution 4: Ordinary Resolution

Ratification of Related Party Transactions entered during the F.Y. 2018-2019

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	6	54	0.02%
Poll	9	2,43,410	99.98%
<b>Total</b>	<b>16</b>	<b>2,43,464</b>	<b>100%</b>

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Poll	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid votes:

Type of Voting	Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
Remote E-voting	1*	21,00,000*
Poll	0	0
<b>Total</b>	<b>1*</b>	<b>21,00,000*</b>

*\* Invalid vote counted as M/s. RBP Holdings Private Limited, being Promoter/ Promoter Group Member of the Company holding 21,00,000 Shares (65.62%) in the Company who have voted via remote e-voting and is interested in this Resolution*

8. All the Resolution mentioned in the Notice of 35<sup>th</sup> AGM dated 31<sup>st</sup> July, 2019 as per the details above stand passed under remote e-voting and Poll voting conducted at AGM with the requisite majority and deemed to be passed as on the date of the AGM.

9. A Compact Disc (CD) containing a list of Equity Shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid (for Poll voting and Remote e-voting) for each Resolution is enclosed.
10. The Ballot Papers and all other relevant records relating to E-voting and Poll Voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,

**For I S Gupta & Co.**

Practicing Company Secretary



Isha Sumit Gupta  
Proprietor  
Membership No.F7605  
C. P. No. 8160



Place: Mumbai

Counter signed by



Ramesh Babulal Panjri  
Managing Director  
(DIN No. 00300737)  
Vistar Amar Limited



**Combined list of Equity Shareholders of M/s. Vistar Amar Limited in respect of E-voting and Poll Voting who voted “IN FAVOUR”, “AGAINST” and those whose votes were declared “INVALID” for each Resolutions contained in the Notice dated 31<sup>st</sup> July, 2019 for 35<sup>th</sup> Annual General Meeting of the Company held on 03<sup>rd</sup> September, 2019**

**Ordinary Resolution- Item No. 1- Adoption of Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup>March, 2019 and the Report of Board of Directors and Auditors thereon:**

<b><u>SR. NO.</u></b>	<b><u>NAME</u></b>	<b><u>REGISTERED FOLIO NO./ ID NO./ CLIENT ID NO.</u></b>	<b><u>REMOTE E-VOTING</u></b>			<b><u>POLL VOTING</u></b>			<b><u>TOTAL VOTES</u></b>
			<b><u>VOTE IN FAVOUR OF RESOLUTION</u></b>	<b><u>VOTE AGAINST THE RESOLUTION</u></b>	<b><u>INVALID VOTES</u></b>	<b><u>VOTE IN FAVOUR OF RESOLUTION</u></b>	<b><u>VOTE AGAINST THE RESOLUTION</u></b>	<b><u>INVALID VOTES</u></b>	
1.	Lokesh Gupta	13041400016473 17	1	0	0	0	0	0	1
2.	Ayush Gupta	13041400076353 82	2	0	0	0	0	0	2
3.	Harmohan Singh Sawhey	IN300118100361 50	25	0	0	0	0	0	25
4.	Parmod Kumar Jain	IN300394147525 20	10	0	0	0	0	0	10
5.	Dnyaneshwar Kamlakar Bhagwat	IN300597102937 74	1	0	0	0	0	0	1
6.	Rajni Gupta	IN300708101825 50	15	0	0	0	0	0	15
7.	RBP Holdings Pvt Ltd	IN303116118724 93	21,00,000	0	0	0	0	0	21,00,000
8.	Anju Upadhyay	IN300888148456 84	0	0	0	27,000	0	0	27,000
9.	Mitin Balubhai Shah	12031500000023 78	0	0	0	91,026	0	0	91,026
10.	Ramesh Ishwarlal	IN300888148456	0	0	0	28,000	0	0	28,000

	Upadhyay	93							
11.	Bhupendranath Jain	IN301127168103 28	0	0	0	12,500	0	0	12,500
12.	Sumit Shashikant Gupta	IN303028502939 96	0	0	0	15	0	0	15
13.	Dipang Kamdar	12023500001899 36	0	0	0	29,464	0	0	29,464
14.	Chandrakanta Jain	IN301127168102 56	0	0	0	12,500	0	0	12,500
15.	Bosco Armando Menezes	IN300476402320 43	0	0	0	42,900	0	0	42,900
16.	Anil S. Gabria	IN300214103920 90	0	0	0	5	0	0	5
<b>Total</b>			21,00,054	0	0	2,43,410	0	0	23,43,464



**Ordinary Resolution- Item No. 2- Appointment of a Director in place of Mr. Ramesh Upadhyay (DIN No. 07087829), who retires by rotation and being eligible offers himself for re-appointment**

<b><u>SR. NO.</u></b>	<b><u>NAME</u></b>	<b><u>REGISTERED FOLIO NO./ ID NO./ CLIENT ID NO.</u></b>	<b><u>REMOTE E-VOTING</u></b>			<b><u>POLL VOTING</u></b>			<b><u>TOTAL VOTES</u></b>
			<b><u>VOTE IN FAVOUR OF RESOLUTION</u></b>	<b><u>VOTE AGAINST THE RESOLUTION</u></b>	<b><u>INVALID VOTES</u></b>	<b><u>VOTE IN FAVOUR OF RESOLUTION</u></b>	<b><u>VOTE AGAINST THE RESOLUTION</u></b>	<b><u>INVALID VOTES</u></b>	
1.	Lokesh Gupta	1304140001647317	1	0	0	0	0	0	1
2.	Ayush Gupta	1304140007635382	2	0	0	0	0	0	2
3.	Harmohan Singh Sawhey	IN30011810036150	25	0	0	0	0	0	25
4.	Parmod Kumar Jain	IN30039414752520	10	0	0	0	0	0	10
5.	Dnyaneshwar Kamlakar Bhagwat	IN30059710293774	1	0	0	0	0	0	1
6.	Rajni Gupta	IN30070810182550	15	0	0	0	0	0	15
7.	RBP Holdings Pvt Ltd	IN30311611872493	21,00,000	0	0	0	0	0	21,00,000
8.	Anju Upadhyay	IN30088814845684	0	0	0	0	0	*27,000	27,000
9.	Mitin Balubhai Shah	1203150000002378	0	0	0	91,026	0	0	91,026
10.	Ramesh Ishwarlal Upadhyay	IN30088814845693	0	0	0	0	0	*28,000	28,000
11.	Bhupendranath Jain	IN30112716810328	0	0	0	12,500	0	0	12,500

12.	Sumit Shashikant Gupta	IN303028502939 96	0	0	0	15	0	0	15
13.	Dipang Kamdar	12023500001899 36	0	0	0	29,464	0	0	29,464
14.	Chandrakanta Jain	IN301127168102 56	0	0	0	12,500	0	0	12,500
15.	Bosco Armando Menezes	IN300476402320 43	0	0	0	42,900	0	0	42,900
16.	Anil S. Gabria	IN300214103920 90	0	0	0	5	0	0	5
<b>Total</b>			21,00,054	0	0	1,88,410	0	*55,000	23,43,464

*\*2 Invalid Vote counted as Mr. Ramesh Upadhyay and Mrs. Anju Upadhyay, being Members of the Company holding 28,000 Shares and 27,000 Shares respectively in aggregate 55,000 Shares (1.72% in aggregate) in the Company who have voted via Poll and are interested in this Resolution.*



**Ordinary Resolution- Item No. 3- Ratification of appointment of M/s. S. P. Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company for the year 2019-2020**

<b><u>SR. NO.</u></b>	<b><u>NAME</u></b>	<b><u>REGISTERED FOLIO NO./ ID NO./ CLIENT ID NO.</u></b>	<b><u>REMOTE E-VOTING</u></b>			<b><u>POLL VOTING</u></b>			<b><u>TOTAL VOTES</u></b>
			<b><u>VOTE IN FAVOUR OF RESOLUTION</u></b>	<b><u>VOTE AGAINST THE RESOLUTION</u></b>	<b><u>INVALID VOTES</u></b>	<b><u>VOTE IN FAVOUR OF RESOLUTION</u></b>	<b><u>VOTE AGAINST THE RESOLUTION</u></b>	<b><u>INVALID VOTES</u></b>	
1.	Lokesh Gupta	1304140001647317	1	0	0	0	0	0	1
2.	Ayush Gupta	1304140007635382	2	0	0	0	0	0	2
3.	Harmohan Singh Sawhey	IN30011810036150	25	0	0	0	0	0	25
4.	Parmod Kumar Jain	IN30039414752520	10	0	0	0	0	0	10
5.	Dnyaneshwar Kamlakar Bhagwat	IN30059710293774	1	0	0	0	0	0	1
6.	Rajni Gupta	IN30070810182550	15	0	0	0	0	0	15
7.	RBP Holdings Pvt Ltd	IN30311611872493	21,00,000	0	0	0	0	0	21,00,000
8.	Anju Upadhyay	IN30088814845684	0	0	0	27,000	0	0	27,000
9.	Mitin Balubhai Shah	1203150000002378	0	0	0	91,026	0	0	91,026
10.	Ramesh Ishwarlal Upadhyay	IN30088814845693	0	0	0	28,000	0	0	28,000
11.	Bhupendranath Jain	IN30112716810328	0	0	0	12,500	0	0	12,500



12.	Sumit Shashikant Gupta	IN303028502939 96	0	0	0	15	0	0	15
13.	Dipang Kamdar	12023500001899 36	0	0	0	29,464	0	0	29,464
14.	Chandrakanta Jain	IN301127168102 56	0	0	0	12,500	0	0	12,500
15.	Bosco Armando Menezes	IN300476402320 43	0	0	0	42,900	0	0	42,900
16.	Anil S. Gabria	IN300214103920 90	0	0	0	5	0	0	5
<b>Total</b>			21,00,054	0	0	2,43,410	0	0	23,43,464



**Ordinary Resolution- Item No. 4 - Ratification of Related Party Transactions entered during the F.Y. 2018-2019:**

<b><u>SR. NO.</u></b>	<b><u>NAME</u></b>	<b><u>REGISTERED FOLIO NO./ ID NO./ CLIENT ID NO.</u></b>	<b><u>REMOTE E-VOTING</u></b>			<b><u>POLL VOTING</u></b>			<b><u>TOTAL VOTES</u></b>
			<b><u>VOTE IN FAVOUR OF RESOLUTION</u></b>	<b><u>VOTE AGAINST THE RESOLUTION</u></b>	<b><u>INVALID VOTES</u></b>	<b><u>VOTE IN FAVOUR OF RESOLUTION</u></b>	<b><u>VOTE AGAINST THE RESOLUTION</u></b>	<b><u>INVALID VOTES</u></b>	
1.	Lokesh Gupta	1304140001647317	1	0	0	0	0	0	1
2.	Ayush Gupta	1304140007635382	2	0	0	0	0	0	2
3.	Harmohan Singh Sawhey	IN30011810036150	25	0	0	0	0	0	25
4.	Parmod Kumar Jain	IN30039414752520	10	0	0	0	0	0	10
5.	Dnyaneshwar Kamlakar Bhagwat	IN30059710293774	1	0	0	0	0	0	1
6.	Rajni Gupta	IN30070810182550	15	0	0	0	0	0	15
7.	RBP Holdings Pvt Ltd	IN30311611872493	0	0	*21,00,000	0	0	0	21,00,000
8.	Anju Upadhyay	IN30088814845684	0	0	0	27,000	0	0	27,000
9.	Mitin Balubhai Shah	1203150000002378	0	0	0	91,026	0	0	91,026
10.	Ramesh Ishwarlal Upadhyay	IN30088814845693	0	0	0	28,000	0	0	28,000
11.	Bhupendranath Jain	IN30112716810328	0	0	0	12,500	0	0	12,500
12.	Sumit Shashikant Gupta	IN303028502939	0	0	0	15	0	0	15

		96							
13.	Dipang Kamdar	12023500001899 36	0	0	0	29,464	0	0	29,464
14.	Chandrakanta Jain	IN301127168102 56	0	0	0	12,500	0	0	12,500
15.	Bosco Armando Menezes	IN300476402320 43	0	0	0	42,900	0	0	42,900
16.	Anil S. Gabria	IN300214103920 90	0	0	0	5	0	0	5
<b>Total</b>			54	0	*21,00,000	2,43,410	0	0	23,43,464

*\* Invalid vote counted as M/s. RBP Holdings Private Limited, being Promoter/ Promoter Group Member of the Company holding 21,00,000 Shares (65.62%) in the Company who have voted via remote e-voting and is interested in this Resolution*



# I S GUPTA & CO.

## Company Secretary

Isha Sumit Gupta  
B Com, LLB, FCS

8, Govind Nagar, 88, Dixit Road,  
Vile Parle (East), Mumbai – 400057  
Tel: 26116374, 26120042  
Mob: 9892447117  
Email: [csisha@casp Gupta.com](mailto:csisha@casp Gupta.com),  
[csishagupta07@gmail.com](mailto:csishagupta07@gmail.com)

---

### Form No. MGT-13

### Report of Scrutinizer

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies  
(Management and Administration) Rules, 2014)

To,  
The Chairman  
Vistar Amar Limited  
Plot - A4, APMC - MAFCO Yard,  
Sector 18, Vashi,  
Navi Mumbai – 400703

Date: 03-09-2019

Re.: **35<sup>th</sup> Annual General Meeting of the Equity Shareholders of Vistar Amar Limited held on Tuesday, 03<sup>rd</sup> September, 2019 at 11.30 a.m. at Plot - A4, APMC - MAFCO Yard, Sector 18, Vashi, Navi Mumbai – 400703**

Dear Sir,

I, Isha Sumit Gupta, Proprietor of M/s. I S Gupta & Co., Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Vistar Amar Limited (“the Company”) for the purpose of scrutinizing poll taken on the below mentioned resolutions, at the 35<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Tuesday, 03<sup>rd</sup> September, 2019 at 11.30 a.m at Plot - A4, APMC - MAFCO Yard, Sector 18, Vashi, Navi Mumbai – 400703, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Ballot Box kept for the polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Purva Sharegistry (India) Limited, the Registrar and Share Transfer Agents of the Company and the authorization/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.
4. The Result of the Poll is as under:

## Resolution 1: Ordinary Resolution

Adoption of Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 and the Report of Board of Directors and Auditors thereon

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	2,43,410	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

## Resolution 2: Ordinary Resolution

Appointment of a Director in place of Mr. Ramesh Upadhyay (DIN No. 07087829), who retires by rotation and being eligible offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	1,88,410	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
2*	55,000*

*\*2 Invalid Vote counted as Mr. Ramesh Upadhyay and Mrs. Anju Upadhyay, being Members of the Company holding 28,000 Shares and 27,000 Shares respectively in aggregate 55,000 Shares (1.72% in aggregate) in the Company who have voted via Poll and are interested in this Resolution.*

Resolution 3: Ordinary Resolution

Ratification of appointment of M/s. S. P. Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company for the year 2019-2020

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	2,43,410	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

Resolution 4: Ordinary Resolution

Ratification of Related Party Transactions entered during the F.Y. 2018-2019

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	2,43,410	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

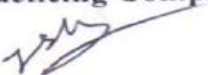
(iii) Invalid votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

5. All the Resolution mentioned in the Notice of 35<sup>th</sup> AGM dated 31<sup>st</sup> July, 2019 as per the details above stand passed under Poll voting conducted at AGM with the requisite majority and deemed to be passed as on the date of the AGM.
6. A Compact Disc (CD) containing a list of Equity Shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid (for Poll voting) for each Resolution is enclosed.
7. The Ballot Papers and all other relevant records relating to Poll Voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,


Yours faithfully,  
For I S Gupta & Co.  
Practicing Company Secretary

  
IshaSumit Gupta  
Proprietor  
Membership No.F7605

**C. P. No. 8160**

Place: Mumbai



Counter signed by  
  
Ramesh Babulal Panjri  
Managing Director  
(DIN No. 00300737)  
Vistar Amar Limited

**List of Equity Shareholders of M/s. Vistar Amar Limited in respect of Poll Voting who voted “IN FAVOUR”, “AGAINST” and those whose votes were declared “INVALID” for each Resolutions contained in the Notice dated 31<sup>st</sup> July, 2019 for 35<sup>th</sup> Annual General Meeting of the Company held on 03<sup>rd</sup> September, 2019**

**Ordinary Resolution- Item No. 1- Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Report of Board of Directors and Auditors thereon:**

<b><u>SR. NO.</u></b>	<b><u>NAME</u></b>	<b><u>REGISTERED FOLIO NO./ ID NO./ CLIENT ID NO.</u></b>	<b><u>POLL VOTING</u></b>			<b><u>TOTAL VOTES</u></b>
			<b><u>VOTE IN FAVOUR OF RESOLUTION</u></b>	<b><u>VOTE AGAINST THE RESOLUTION</u></b>	<b><u>INVALID VOTES</u></b>	
1.	Anju Upadhyay	IN30088814845684	27,000	0	0	27,000
2.	Mitin Balubhai Shah	1203150000002378	91,026	0	0	91,026
3.	Ramesh Ishwarlal Upadhyay	IN30088814845693	28,000	0	0	28,000
4.	Bhupendranath Jain	IN30112716810328	12,500	0	0	12,500
5.	Sumit Shashikant Gupta	IN30302850293996	15	0	0	15
6.	Dipang Kamdar	1202350000189936	29,464	0	0	29,464
7.	Chandrakanta Jain	IN30112716810256	12,500	0	0	12,500
8.	Bosco Armando Menezes	IN30047640232043	42,900	0	0	42,900
9.	Anil S. Gabria	IN30021410392090	5	0	0	5
<b>Total</b>			<b>2,43,410</b>	<b>0</b>	<b>0</b>	<b>2,43,410</b>





**Ordinary Resolution- Item No. 2- Appointment of a Director in place of Mr. Ramesh Upadhyay (DIN No. 07087829), who retires by rotation and being eligible offers himself for re-appointment**

<b><u>SR. NO.</u></b>	<b><u>NAME</u></b>	<b><u>REGISTERED FOLIO NO./ ID NO./ CLIENT ID NO.</u></b>	<b><u>POLL VOTING</u></b>			<b><u>TOTAL VOTES</u></b>
			<b><u>VOTE IN FAVOUR OF RESOLUTION</u></b>	<b><u>VOTE AGAINST THE RESOLUTION</u></b>	<b><u>INVALID VOTES</u></b>	
1.	Anju Upadhyay	IN30088814845684	0	0	*27,000	27,000
2.	Mitin Balubhai Shah	1203150000002378	91,026	0	0	91,026
3.	Ramesh Ishwarlal Upadhyay	IN30088814845693	0	0	*28,000	28,000
4.	Bhupendranath Jain	IN30112716810328	12,500	0	0	12,500
5.	Sumit Shashikant Gupta	IN30302850293996	15	0	0	15
6.	Dipang Kamdar	1202350000189936	29,464	0	0	29,464
7.	Chandrakanta Jain	IN30112716810256	12,500	0	0	12,500
8.	Bosco Armando Menezes	IN30047640232043	42,900	0	0	42,900
9.	Anil S. Gabria	IN30021410392090	5	0	0	5
<b>Total</b>			<b>1,88,410</b>	<b>0</b>	<b>*55,000</b>	<b>2,43,410</b>

*\*2 Invalid Vote counted as Mr. Ramesh Upadhyay and Mrs. Anju Upadhyay, being Members of the Company holding 28,000 Shares and 27,000 Shares respectively in aggregate 55,000 Shares (1.72% in aggregate) in the Company who have voted via Poll and are interested in this Resolution.*



**Ordinary Resolution- Item No. 3 - Ratification of appointment of M/s. S. P. Gupta & Associates, Chartered Accountants as Statutory Auditors of the Company for the year 2019-2020**

<b><u>SR. NO.</u></b>	<b><u>NAME</u></b>	<b><u>REGISTERED FOLIO NO./ ID NO./ CLIENT ID NO.</u></b>	<b><u>POLL VOTING</u></b>			<b><u>TOTAL VOTES</u></b>
			<b><u>VOTE IN FAVOUR OF RESOLUTION</u></b>	<b><u>VOTE AGAINST THE RESOLUTION</u></b>	<b><u>INVALID VOTES</u></b>	
1.	Anju Upadhyay	IN30088814845684	27,000	0	0	27,000
2.	Mitin Balubhai Shah	1203150000002378	91,026	0	0	91,026
3.	Ramesh Ishwarlal Upadhyay	IN30088814845693	28,000	0	0	28,000
4.	Bhupendranath Jain	IN30112716810328	12,500	0	0	12,500
5.	Sumit Shashikant Gupta	IN30302850293996	15	0	0	15
6.	Dipang Kamdar	1202350000189936	29,464	0	0	29,464
7.	Chandrakanta Jain	IN30112716810256	12,500	0	0	12,500
8.	Bosco Armando Menezes	IN30047640232043	42,900	0	0	42,900
9.	Anil S. Gabria	IN30021410392090	5	0	0	5
<b>Total</b>			<b>2,43,410</b>	<b>0</b>	<b>0</b>	<b>2,43,410</b>



**Ordinary Resolution- Item No. 4- Ratification of Related Party Transactions entered during the F.Y. 2018-2019:**

<b><u>SR. NO.</u></b>	<b><u>NAME</u></b>	<b><u>REGISTERED FOLIO NO./ ID NO./ CLIENT ID NO.</u></b>	<b><u>POLL VOTING</u></b>			<b><u>TOTAL VOTES</u></b>
			<b><u>VOTE IN FAVOUR OF RESOLUTION</u></b>	<b><u>VOTE AGAINST THE RESOLUTION</u></b>	<b><u>INVALID VOTES</u></b>	
1.	Anju Upadhyay	IN30088814845684	27,000	0	0	27,000
2.	Mitin Balubhai Shah	1203150000002378	91,026	0	0	91,026
3.	Ramesh Ishwarlal Upadhyay	IN30088814845693	28,000	0	0	28,000
4.	Bhupendranath Jain	IN30112716810328	12,500	0	0	12,500
5.	Sumit Shashikant Gupta	IN30302850293996	15	0	0	15
6.	Dipang Kamdar	1202350000189936	29,464	0	0	29,464
7.	Chandrakanta Jain	IN30112716810256	12,500	0	0	12,500
8.	Bosco Armando Menezes	IN30047640232043	42,900	0	0	42,900
9.	Anil S. Gabria	IN30021410392090	5	0	0	5
<b>Total</b>			<b>2,43,410</b>	<b>0</b>	<b>0</b>	<b>2,43,410</b>

