

# Vistar Amar Limited

Head Office : Plot - A4, APMC - MAFCO Yard, Sector 18, Vashi,  
Navi Mumbai – 400703, Tel: +91 22 27880820

E-mail: vistaramarLtd@gmail.com  
roc.shubhra@gmail.com

Factory Address : Plot/Phase No. 45/2,  
At Bhalpara GIDC, Tal. Veraval,  
Dist. Gir Somnath, Gujarat – 362266  
Mob No.:+91 87802 29519

Branch : C/o Amarsagar Seafoods Pvt. Ltd.,  
Survey No. 29 Paiki 1, Jawar Naka,  
Porbandar, Gujarat – 360575,  
Mob No.:+91 97231 02201

Website: www.vistaramar.com ● CIN No.: L05000MH1983PLC272707

Date: 02.08.2023

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

**Ref: ISIN: INE878P01019**  
**Scrip Code: 538565**

**Sub: Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Disclosure of the Voting Results of the 39<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 Results of the business transacted at the 39<sup>th</sup> AGM through Video Conference/ Other Audio Visual Means on Tuesday 01<sup>st</sup> August, 2023 at 03:00 p.m. (IST) (Meeting started at 03:00 p.m. (IST) and End at 03:22 p.m. (IST)) in the format prescribed under the aforementioned Regulation. The Meeting was held in compliance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. All the Resolutions were passed with requisite majority. We are also enclosing the Consolidated Report of the Scrutinizer dated 01<sup>st</sup> August, 2023 on remote e-voting and e-voting at the 39<sup>th</sup> AGM. The above are also being uploaded on the Company's website [www.vistaramar.com](http://www.vistaramar.com).

The details of Scrutinizer are given below:

|  |                               |
|--|-------------------------------|
| <b>Name of the Scrutinizer</b>                   | Isha Sumit Gupta              |
| <b>Firms Name</b>                                | I S Gupta & Co.               |
| <b>Qualification</b>                             | B.Com, LLB, CS                |
| <b>Membership Number</b>                         | F7605                         |
| <b>Date of Board Meeting in which appointed</b>  | 03 <sup>rd</sup> July, 2023   |
| <b>Date of Issuance of report to the Company</b> | 01 <sup>st</sup> August, 2023 |

Kindly acknowledge the receipt and take the same on record.

Thanking you,

Yours Faithfully,  
For Vistar Amar Limited

Ramkumar Panjari  
Chairman  
DIN No. 00262001

Encl: As above

# Vistar Amar Limited

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Mob No.:+91 97231 02201

Website: www.vistaramar.com ● CIN No.: L05000MH1983PLC272707

## Details of Voting Result in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

### Mode of Voting: E-voting

#### Voting Results

(Results of vote cast by E-voting as provided by CDSL)

| Sr. No | Particulars   | Details                     |
|--------|---|-----------------------------|
| 1      | Record date   | 25 <sup>th</sup> July, 2023 |
| 2      | Total number of shareholders on record date                                   | 6473                        |
| 3      | No. of Shareholders present in the meeting either in person or through proxy: | Not Applicable              |
|        | Promoters and Promoter Group:   |                             |
|        | Public:   |                             |
| 4      | No. of Shareholders attended the meeting through Video Conferencing           | 1<br>34                     |
|        | Promoters and Promoter Group:   |                             |
|        | Public:   |                             |
| 5      | No. of Resolution passed in the Meeting                                       | 4                           |

**Resolution No. 1:**

| <b>Resolution required: (Ordinary/ Special)</b>                                   |                       |                           |                            | Ordinary  |                                |                              |   |   |
|---|-----------------------|---------------------------|----------------------------|---|--------------------------------|------------------------------|---|---|
| <b>Whether promoter/ promoter group are interested in the Agenda/ Resolution?</b> |                       |                           |                            | No  |                                |                              |   |   |
| <b>Description of resolution considered</b>                                       |                       |                           |                            | Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Report of Board of Directors and Auditors thereon |                                |                              |   |   |
| <b>Category</b>   | <b>Mode of Voting</b> | <b>No. of shares held</b> | <b>No. of votes polled</b> | <b>% of Votes Polled on outstanding shares</b>  | <b>No. of Votes- in favour</b> | <b>No. of Votes- against</b> | <b>% of Votes in favour on votes polled</b> | <b>% of votes against on votes polled</b> |
|   |                       | <b>(1)</b>                | <b>(2)</b>                 | <b>(3)= [(2)/(1)]* 100</b>  | <b>(4)</b>                     | <b>(5)</b>                   | <b>(6)= [(4)/(2)]* 100</b>                  | <b>(7)= [(5)/(2)]*100</b>                 |
| Promoter and Promoter Group   | E-voting              | 21,00,000                 | 21,00,000                  | 100%  | 21,00,000                      | 0                            | 100%  | 0%  |
|   | Poll                  |                           | 0                          | 0%  | 0                              | 0                            | 0%  | 0%  |
|   | 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%  | 0                              | 0                            | 0%  | 0%  |
|   | Poll                  |                           | 0                          | 0%  | 0                              | 0                            | 0%  | 0%  |
|   | 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%</b>                      | <b>0</b>                     | <b>0</b>                                    | <b>0%</b>                                 |
| Public-Non Institutions   | E-voting              | 11,00,000                 | 1,39,988                   | 12.7262%  | 1,39,987                       | 1                            | 99.9993%                                    | 0.0007%                                   |
|   | Poll                  |                           | 0                          | 0%  | 0                              | 0                            | 0%  | 0%  |
|   | Postal Ballot         |                           | N.A.                       | N.A.  | N.A.                           | N.A.                         | N.A.  | N.A.                                      |
|   | <b>Total</b>          |                           | <b>11,00,000</b>           | <b>1,39,988</b>   | <b>12.7262%</b>                | <b>1,39,987</b>              | <b>1</b>                                    | <b>99.9993%</b>                           |
| <b>Total</b>  |                       | <b>32,00,000</b>          | <b>22,39,988</b>           | <b>69.9996%</b>   | <b>22,39,987</b>               | <b>1</b>                     | <b>100%</b>                                 | <b>0.0000%</b>                            |
| <b>Whether Resolution is passed or not</b>  |                       |                           |                            |   |                                |                              | <b>Yes</b>                                  |   |
| <b>Disclosure of Notes on Resolution</b>  |                       |                           |                            |   |                                |                              | <b>-</b>                                    |   |

| <b>Details of Invalid Votes</b> |                     |
|---------------------------------|---------------------|
| <b>Category</b>                 | <b>No. of Votes</b> |
| Promoter and Promoter Group     | 0                   |
| Public Institutions             | 0                   |
| Public Non-Institutions         | 0                   |

**Resolution No. 2:**

| <b>Resolution required: (Ordinary/ Special)</b>                                   |                       |                           |                            |  | Ordinary   |                             |   |   |                |
|---|-----------------------|---------------------------|----------------------------|--|--|-----------------------------|---|---|----------------|
| <b>Whether promoter/ promoter group are interested in the Agenda/ Resolution?</b> |                       |                           |                            |  | No   |                             |   |   |                |
| <b>Description of resolution considered</b>                                       |                       |                           |                            |  | Appointment of a Director in place of Mr. Ramesh Ishwarlal Upadhyay (DIN No. 07087829), who retires by rotation and being eligible offers himself for re-appointment |                             |   |   |                |
| <b>Category</b>   | <b>Mode of Voting</b> | <b>No. of shares held</b> | <b>No. of votes polled</b> | <b>% of Votes Polled on outstanding shares</b> | <b>No. of Votes-favour</b>   | <b>No. of Votes-against</b> | <b>% of Votes in favour on votes polled</b> | <b>% of votes against on votes polled</b> |                |
|   |                       | <b>(1)</b>                | <b>(2)</b>                 | <b>(3)= [(2)/(1)] *100</b>                     | <b>(4)</b>   | <b>(5)</b>                  | <b>(6)= [(4)/(2)]* 100</b>                  | <b>(7)= [(5)/(2)]*100</b>                 |                |
| Promoter and Promoter Group   | E-voting              | 21,00,000                 | 21,00,000                  | 100%   | 21,00,000  | 0                           | 100%  | 0%  |                |
|   | Poll                  |                           | 0                          | 0%   | 0  | 0                           | 0%  | 0%  |                |
|   | 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%</b>      |
| Public – Institutions   | E-voting              | 0                         | 0                          | 0%   | 0  | 0                           | 0%  | 0%  |                |
|   | Poll                  |                           | 0                          | 0%   | 0  | 0                           | 0%  | 0%  |                |
|   | 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%</b>  | <b>0</b>                    | <b>0</b>                                    | <b>0%</b>                                 | <b>0%</b>      |
| Public-Non Institutions   | E-voting              | 11,00,000                 | 84,937                     | 7.7215%  | 84,936   | 1                           | 99.9988%                                    | 0.0012%                                   |                |
|   | Poll                  |                           | 0                          | 0%   | 0  | 0                           | 0%  | 0%  |                |
|   | Postal Ballot         |                           | N.A.                       | N.A.   | N.A.   | N.A.                        | N.A.  | N.A.                                      |                |
|   | <b>Total</b>          |                           | <b>11,00,000</b>           | <b>84,937</b>                                  | <b>7.7215%</b>   | <b>84,936</b>               | <b>1</b>                                    | <b>99.9988%</b>                           | <b>0.0012%</b> |
| <b>Total</b>  |                       | <b>32,00,000</b>          | 21,84,937                  | <b>68.2793%</b>                                | 21,84,936  | <b>1</b>                    | <b>100%</b>                                 | <b>0.0000%</b>                            |                |
| <b>Whether Resolution is passed or not</b>  |                       |                           |                            |  |  |                             | <b>Yes</b>                                  |   |                |
| <b>Disclosure of Notes on Resolution</b>  |                       |                           |                            |  |  |                             | <b>-</b>                                    |   |                |

| <b>Details of Invalid Votes</b> |                     |
|---------------------------------|---------------------|
| <b>Category</b>                 | <b>No. of Votes</b> |
| Promoter and Promoter Group     | 0                   |
| Public Institutions             | 0                   |
| Public Non-Institutions         | 35*                 |

\* Invalid vote counted as Mr. Karan Rakesh Upadhyay, being relative of Mr. Ramesh Ishwarlal Upadhyay, Member of the Company holding 35 Shares in the Company who have voted via remote e-voting and is interested in this Resolution

**Resolution No. 3:**

| <b>Resolution required: (Ordinary/ Special)</b>                                   |                       |                           |                            | Ordinary  |                            |                             |   |   |
|---|-----------------------|---------------------------|----------------------------|---|----------------------------|-----------------------------|---|---|
| <b>Whether promoter/ promoter group are interested in the Agenda/ Resolution?</b> |                       |                           |                            | No  |                            |                             |   |   |
| <b>Description of resolution considered</b>                                       |                       |                           |                            | Approval of remuneration to Statutory Auditors for the Financial Year 2023-24 |                            |                             |   |   |
| <b>Category</b>   | <b>Mode of Voting</b> | <b>No. of shares held</b> | <b>No. of votes polled</b> | <b>% of Votes Polled on outstanding shares</b>                                | <b>No. of Votes-favour</b> | <b>No. of Votes-against</b> | <b>% of Votes in favour on votes polled</b> | <b>% of votes against on votes polled</b> |
|   |                       | <b>(1)</b>                | <b>(2)</b>                 | <b>(3)= [(2)/(1)] *100</b>  | <b>(4)</b>                 | <b>(5)</b>                  | <b>(6)= [(4)/(2)]*100</b>                   | <b>(7)= [(5)/(2)]*100</b>                 |
| Promoter and Promoter Group   | E-voting              | 21,00,000                 | 21,00,000                  | 100%  | 21,00,000                  | 0                           | 100%  | 0%  |
|   | Poll                  |                           | 0                          | 0%  | 0                          | 0                           | 0%  | 0%  |
|   | 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%  | 0                          | 0                           | 0%  | 0%  |
|   | Poll                  |                           | 0                          | 0%  | 0                          | 0                           | 0%  | 0%  |
|   | 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%</b>                  | <b>0</b>                    | <b>0</b>                                    | <b>0%</b>                                 |
| Public-Non Institutions   | E-voting              | 11,00,000                 | 1,39,988                   | 12.7262%  | 1,39,987                   | 1                           | 99.9993%                                    | 0.0007%                                   |
|   | Poll                  |                           | 0                          | 0%  | 0                          | 0                           | 0%  | 0%  |
|   | Postal Ballot         |                           | N.A.                       | N.A.  | N.A.                       | N.A.                        | N.A.  | N.A.                                      |
|   | <b>Total</b>          |                           | <b>11,00,000</b>           | <b>1,39,988</b>   | <b>12.7262%</b>            | <b>1,39,987</b>             | <b>1</b>                                    | <b>99.9993%</b>                           |
| <b>Total</b>  |                       | <b>32,00,000</b>          | <b>22,39,988</b>           | <b>69.9996%</b>   | <b>22,39,987</b>           | <b>1</b>                    | <b>100%</b>                                 | <b>0.0000%</b>                            |
| <b>Whether Resolution is passed or not</b>  |                       |                           |                            |   |                            |                             | <b>Yes</b>                                  |   |
| <b>Disclosure of Notes on Resolution</b>  |                       |                           |                            |   |                            |                             | <b>-</b>                                    |   |

| <b>Details of Invalid Votes</b> |                     |
|---------------------------------|---------------------|
| <b>Category</b>                 | <b>No. of Votes</b> |
| Promoter and Promoter Group     | 0                   |
| Public Institutions             | 0                   |
| Public Non-Institutions         | 0                   |

**Resolution No. 4:**

| <b>Resolution required: (Ordinary/ Special)</b>                                   |                       |                           |                            | Special   |                                |                              |   |   |
|---|-----------------------|---------------------------|----------------------------|---|--------------------------------|------------------------------|---|---|
| <b>Whether promoter/ promoter group are interested in the Agenda/ Resolution?</b> |                       |                           |                            | No  |                                |                              |   |   |
| <b>Description of resolution considered</b>                                       |                       |                           |                            | Approval of shifting of Registered Office of the Company from the State of Maharashtra to the State of Gujarat and alteration of Clause II – Registered Office Clause in the Memorandum of Association of the Company subject to the approval of the Central Government |                                |                              |   |   |
| <b>Category</b>   | <b>Mode of Voting</b> | <b>No. of shares held</b> | <b>No. of votes polled</b> | <b>% of Votes Polled on outstanding shares</b>  | <b>No. of Votes- in favour</b> | <b>No. of Votes- against</b> | <b>% of Votes in favour on votes polled</b> | <b>% of votes against on votes polled</b> |
|   |                       | <b>(1)</b>                | <b>(2)</b>                 | <b>(3)= [(2)/(1)] *100</b>  | <b>(4)</b>                     | <b>(5)</b>                   | <b>(6)= [(4)/(2)]* 100</b>                  | <b>(7)= [(5)/(2)]*100</b>                 |
| Promoter and Promoter Group   | E-voting              | 21,00,000                 | 21,00,000                  | 100%  | 21,00,000                      | 0                            | 100%  | 0%  |
|   | Poll                  |                           | 0                          | 0%  | 0                              | 0                            | 0%  | 0%  |
|   | 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%  | 0                              | 0                            | 0%  | 0%  |
|   | Poll                  |                           | 0                          | 0%  | 0                              | 0                            | 0%  | 0%  |
|   | 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%</b>                      | <b>0</b>                     | <b>0</b>                                    | <b>0%</b>                                 |
| Public-Non Institutions   | E-voting              | 11,00,000                 | 1,39,988                   | 12.7262%  | 1,39,987                       | 1                            | 99.9993%                                    | 0.0007%                                   |
|   | Poll                  |                           | 0                          | 0%  | 0                              | 0                            | 0%  | 0%  |
|   | Postal Ballot         |                           | N.A.                       | N.A.  | N.A.                           | N.A.                         | N.A.  | N.A.                                      |
|   | <b>Total</b>          |                           | <b>11,00,000</b>           | <b>1,39,988</b>   | <b>12.7262%</b>                | <b>1,39,987</b>              | <b>1</b>                                    | <b>99.9993%</b>                           |
| <b>Total</b>  |                       | <b>32,00,000</b>          | <b>22,39,988</b>           | <b>69.9996%</b>   | <b>22,39,987</b>               | <b>1</b>                     | <b>100%</b>                                 | <b>0.0000%</b>                            |
| <b>Whether Resolution is passed or not</b>  |                       |                           |                            |   |                                |                              | <b>Yes</b>                                  |   |
| <b>Disclosure of Notes on Resolution</b>  |                       |                           |                            |   |                                |                              | <b>-</b>                                    |   |

| <b>Details of Invalid Votes</b> |                     |
|---------------------------------|---------------------|
| <b>Category</b>                 | <b>No. of Votes</b> |
| Promoter and Promoter Group     | 0                   |
| Public Institutions             | 0                   |
| Public Non-Institutions         | 0                   |

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 01<sup>st</sup> August, 2023, I hereby declare that aforesaid Ordinary/ Special Resolutions are duly passed with requisite majority.

Yours Faithfully,  
For Vistar Amar Limited

Ramkumar Panjari  
Chairman  
DIN No. 00262001

Date and Place: 02<sup>nd</sup> August, 2023; 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@caspgupta.com](mailto:csisha@caspgupta.com),  
[csishagupta07@gmail.com](mailto:csishagupta07@gmail.com)

## Consolidated Scrutinizer's Report

(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: 01-08-2023

Ref: **39<sup>th</sup> Annual General Meeting**

Sub: **Consolidated Scrutinizer's Report on remote E-voting and E-voting at the 39<sup>th</sup> Annual General Meeting (AGM) of M/s. Vistar Amar Limited held on Tuesday, 01<sup>st</sup> August, 2023 at 03:00 p.m. (IST) through Video Conference ("VC")/ Other Audio Visual Means ("OAVM")**

Dear Sir,

- 1) I, Isha Sumit Gupta, Proprietor of M/s. I S Gupta & Co., Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Vistar Amar Limited ("the Company") at their Meeting held on 03<sup>rd</sup> July, 2023 for the purpose of scrutinizing the remote e-voting process (i.e., voting remotely, before the AGM, using an electronic voting system) held from Saturday 29<sup>th</sup> July, 2023 at 10:00 a.m. (IST) to Monday 31<sup>st</sup> July, 2022 at 05:00 p.m. (IST) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015, in respect of Resolutions set out in the notice dated 03<sup>rd</sup> July, 2023 ("Notice") of the 39<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company held on Tuesday 01<sup>st</sup> August, 2023 at 03:00 p.m. IST through Video Conference ("VC") / Other Audio Visual Means ("OAVM").



- 2) I am also appointed as the Scrutinizer to scrutinize the e-voting process during the AGM (process of e-voting at the AGM through electronic voting system).
- 3) The Notice dated 03<sup>rd</sup> July, 2023 convening 39<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company alongwith the Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the below mentioned resolutions as passed at the said Annual General Meeting of the Company held on Tuesday 01<sup>st</sup> August, 2023 at 03:00 p.m. (IST) through VC / OAVM. The emails were sent in compliance with the General Circular Nos. 20/2020 dated 05<sup>th</sup> May, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 19/2021 dated 08<sup>th</sup> December, 2021, 21/2021 dated 14<sup>th</sup> December, 2021, 02/2022 dated 05<sup>th</sup> May, 2022 and 10/2022 dated 28<sup>th</sup> December, 2022 and all other relevant circulars issued from time to time, issue by MCA and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 and all other relevant circulars from time to time issued by the SEBI (hereinafter collectively referred to as "the Circulars").
- 4) The Company has availed the e-voting facility offered by e-voting platform/ system provided by the Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.
- 5) The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic modes on the resolutions proposed in the Notice of 39<sup>th</sup> Annual General Meeting of the Members of the Company dated 03<sup>rd</sup> July, 2023. My responsibility as a Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting during AGM) is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the AGM of the Company, based on the report generated from the e-voting system provided by CDSL and the documents furnished to me electronically for my verification.
- 6) The Members holding Equity shares as on the "cut-off date" i.e. 25<sup>th</sup> July, 2023 were entitled to vote on the proposed resolutions as set out in Item Nos. 1 to 4 in the Notice of AGM of M/s. Vistar Amar Limited.
- 7) The remote e-voting facility was kept open from Saturday 29<sup>th</sup> July, 2023 at 10:00 a.m. IST till Monday 31<sup>st</sup> July, 2023, 05:00 pm. IST and the CDSL e-voting platform was blocked thereafter. The Company had also provided e-voting facility to the Members present/ logged-in at the AGM through VC / OAVM and who had not cast their vote earlier and



Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by CDSL.

- 8) After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting was locked by CDSL.
- 9) The votes casted under e-voting facility were then unblocked on Tuesday, 01<sup>st</sup> August, 2023 after the conclusion of the AGM in the presence of two witnesses not being in the employment of the Company as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
- 10) Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL, i.e., <https://evotingindia.com>. Based on the report generated by CDSL, scrutinized on test check basis and relied upon by me.
- 11) I now submit my Consolidated Report as under on the result of the remote e-voting conducted prior to the AGM and during the AGM in respect of the said Resolutions:

**Resolution 1: Ordinary Resolution**

Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 and the Report of Board of Directors and Auditors thereon

| Particulars                 | Remote E-Voting |          | Voting at the AGM |          | Total    |          | Percentage (%) |
|-----------------------------|-----------------|----------|-------------------|----------|----------|----------|----------------|
|                             | Number          | Votes    | Number            | Votes    | Number   | Votes    |                |
| <b>Assent</b>               | 38              | 2239982  | 3                 | 5        | 41       | 2239987  | 100%           |
| <b>Dissent</b>              | 1               | 1        | 0                 | 0        | 1        | 1        | 0%             |
| <b>Total</b>                | 39              | 2239983  | 3                 | 5        | 42       | 2239988  | 100%           |
| <b>Abstain/<br/>Invalid</b> | <b>0</b>        | <b>0</b> | <b>0</b>          | <b>0</b> | <b>0</b> | <b>0</b> | <b>0</b>       |

**Resolution 2: Ordinary Resolution**

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



| Particulars                  | Remote E-Voting |           | Voting at the AGM |          | Total     |           | Percentage (%) |
|------------------------------|-----------------|-----------|-------------------|----------|-----------|-----------|----------------|
|                              | Number          | Votes     | Number            | Votes    | Number    | Votes     |                |
| <b>Assent</b>                | 33              | 2184931   | 3                 | 5        | 36        | 2184936   | 100%           |
| <b>Dissent</b>               | 1               | 1         | 0                 | 0        | 1         | 1         | 0%             |
| <b>Total</b>                 | 34              | 2184932   | 3                 | 5        | 37        | 2184937   | 100%           |
| <b>Abstain/<br/>Invalid*</b> | <b>1*</b>       | <b>35</b> | <b>0</b>          | <b>0</b> | <b>1*</b> | <b>35</b> | <b>0</b>       |

\* Invalid vote counted as Mr. Karan Rakesh Upadhyay, being relative of Mr. Ramesh Ishwarlal Upadhyay, Member of the Company holding 35 Shares in the Company who have voted via remote e-voting and is interested in this Resolution

Resolution 3: Ordinary Resolution

Approval of remuneration to Statutory Auditors for the Financial Year 2023-24

| Particulars                 | Remote E-Voting |          | Voting at the AGM |          | Total    |          | Percentage (%) |
|-----------------------------|-----------------|----------|-------------------|----------|----------|----------|----------------|
|                             | Number          | Votes    | Number            | Votes    | Number   | Votes    |                |
| <b>Assent</b>               | 38              | 2239982  | 3                 | 5        | 41       | 2239987  | 100%           |
| <b>Dissent</b>              | 1               | 1        | 0                 | 0        | 1        | 1        | 0%             |
| <b>Total</b>                | 39              | 2239983  | 3                 | 5        | 42       | 2239988  | 100%           |
| <b>Abstain/<br/>Invalid</b> | <b>0</b>        | <b>0</b> | <b>0</b>          | <b>0</b> | <b>0</b> | <b>0</b> | <b>0</b>       |

Resolution 4: Special Resolution

Approval of shifting of Registered Office of the Company from the State of Maharashtra to the State of Gujarat and alteration of Clause II – Registered Office Clause in the Memorandum of Association of the Company subject to the approval of the Central Government

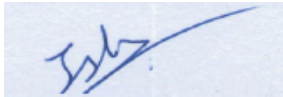
| Particulars                 | Remote E-Voting |          | Voting at the AGM |          | Total    |          | Percentage (%) |
|-----------------------------|-----------------|----------|-------------------|----------|----------|----------|----------------|
|                             | Number          | Votes    | Number            | Votes    | Number   | Votes    |                |
| <b>Assent</b>               | 38              | 2239982  | 3                 | 5        | 41       | 2239987  | 100%           |
| <b>Dissent</b>              | 1               | 1        | 0                 | 0        | 1        | 1        | 0%             |
| <b>Total</b>                | 39              | 2239983  | 3                 | 5        | 42       | 2239988  | 100%           |
| <b>Abstain/<br/>Invalid</b> | <b>0</b>        | <b>0</b> | <b>0</b>          | <b>0</b> | <b>0</b> | <b>0</b> | <b>0</b>       |



- 12) As the number of votes cast in favour of the Resolution Nos. 1 to 4 were more than the number of votes cast against the Resolution Nos. 1 to 4, we report that the Ordinary/ Special Resolution no.(s) 1 to 4 as set out in the Notice of the AGM are passed in favour of the Resolutions with majority.
- 13) All the relevant records / electronic data relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.
- 14) This report has been issued at the request of the Company for (i) submission to Stock Exchanges and (ii) placing on website of the Company. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

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



Isha Sumit Gupta  
Proprietor  
Membership No. F7605  
UDIN: F007605E000720515



Place: Mumbai

Counter Signed by

For Vistar Amar Limited



Rajeshkumar Panjari  
Managing Director  
(DIN No. 00261895)