

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: 05/12/2023

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

Subject: Submission of Postal Ballot Notice

Dear Sir,

This is to inform you that in continuation with the announcement made on 24th November, 2023 for appointment of Statutory Auditor of Company, please find attached Postal Ballot Notice dated 24th November, 2023 for your information and records.

Further please find below the timeline for your reference and records.

BENPOS Date for Sending Notice	01 st December, 2023
Date of Completion of Dispatch	05 th December, 2023
Cut Off Date	01 st December, 2023
Remote e-Voting Start Date	07 th December, 2023
Remote e-Voting Start Time	09:00 a.m. (IST)
Remote e-Voting End Date	05 th January, 2024
Remote e-Voting End Time	05:00 p.m. (IST)
Date of deemed Meeting for approval through Postal Ballot i.e. last day of E-voting	05 th January, 2024

Yours Faithfully,
For Vistar Amar Limited

Rajeshkumar Babulal Panjari
Managing Director
DIN No. 00261895

Vistar Amar Limited

Reg. Off.: Plot - A4, APMC - MAFCO Yard, Sector 18, Vashi, Navi Mumbai – 400703

Tel.: +91 22 27880820 Email ID: roc.shubhra@gmail.com

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

Postal Ballot Notice

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolution set out below are proposed for approval by the Members of Vistar Amar Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice.

The Board of Directors (“Board”) in its meeting held on 24th November, 2023 has appointed Mrs. Isha Sumit Gupta, Proprietor of M/s. I S Gupta & Co., Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and E-Voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.

Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a Company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

The requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote E-Voting is being initiated to transact business (es) as set out in this Notice. The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating the remote e-voting system. The remote e-voting period commences on Thursday 07th December, 2023 (9.00 a.m. IST) and ends on Friday, 05th January, 2024 (5.00 p.m. IST). The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday, 01st December, 2023 (“Cut-off Date”). Notice of the Postal Ballot will also be available on the Company’s website: <https://www.vistaramar.com/>, websites of the BSE <https://www.bseindia.com/>, and on the website of Central Depository Services (India) Limited (CDSL) i.e. at <https://www.evotingindia.com/>. The members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

The draft resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration. In compliance with the requirements of the MCA Circulars, Members are required to communicate their as sent or dissent through the remote e-voting system only. The Scrutinizer shall submit her report to the Chairman of the Company after completion of scrutiny of the e-voting on or before 06th January, 2024 and, the results of the voting

shall be declared by the Chairman of the Company at Company's Registered Office. The results along with the Scrutinizer's Report will be placed on the Company's website : <https://www.vistamar.com/>, websites of the BSE <https://www.bseindia.com/>, and on the website of Central Depository Services (India) Limited (CDSL) i.e. at <https://www.evotingindia.com/>.

Members should note that in terms of the General Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer e-Voting facility to all its shareholders to cast their votes electronically and no physical ballot form is being dispatched by the Company. The shareholders holding equity shares whether in dematerialised form or in physical form, shall be able to vote by way of e-Voting.

ITEM NO. 1

Appointment of M/s. S A R A & Associates, Chartered Accountants, as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s. S. P. Gupta & Associates, Chartered Accountants.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force M/s S A R A & Associates, Chartered Accountants, Firm Registration No. 120927W with the Institute of Chartered Accountants of India (ICAI) having a Peer Review Certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. S. P. Gupta & Associates, Chartered Accountants, (Firm Registration No. 103445W), for the current Financial Year 2023-2024 w.e.f. 24th November, 2023 to hold office till the conclusion of Annual General Meeting to be held in the calendar year 2024, at a remuneration of Rs.3,00,000/- (Rupees Three Lakhs only) (exclusive of applicable taxes thereon and out of pocket expenses) to conduct audit of accounts of the Company for the financial year ended 31st March, 2024, to conduct quarterly Limited Review during the financial year 2023-2024 and for other taxation matters.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to file, sign verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary or incidental for giving effect to this resolution and as may be considered desirable or expedient by the Board in the best interest of the Company and its Members.

Place- Navi Mumbai
Date- 24-11-2023

By Order of the Board of Directors
For Vistar Amar Limited

Rajeshkumar Babulal Panjari
Managing Director
DIN No. 00261895

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated are annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depositories as on Friday, 01st December, 2023, (‘Cut-off date) and whose e-mail IDs are registered with the Depository Participant/s. For Members who have not registered their e mail IDs, please follow the instructions given below under these Notes.
3. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read

with the Management Rules, the Company is pleased to offer e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the shareholders to cast their votes electronically.

4. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e voting process. Shareholders are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
5. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.vistaramar.com/>, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com, and on the website of CDSL at <https://www.evotingindia.com/>.
6. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members. Members seeking to inspect such documents can send an email to roc.shubhra@gmail.com.
7. The Members whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 01st December, 2023 being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.
8. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 01st December, 2023 being the cut-off date fixed for the purpose.
9. The remote e-voting period commences from 9.00 a.m. (IST) on Thursday 07th December, 2023 and ends at 5.00 p.m. (IST) on Friday 05th January, 2024. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
10. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
11. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as on the cut-off date, may obtain the login ID and password by sending a request to helpdesk.evoting@cdslindia.com or Issuer / RTA. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote.
12. The Scrutinizer will submit their report to the Chairman or any person authorized by him after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from last date of voting.
13. Resolution passed by shareholders with requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
14. The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <https://www.vistaramar.com/> and on the website of CDSL <https://www.evotingindia.com/>.
15. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER

- (I) The voting period begins on from 9.00 a.m. (IST) on Thursday 07th December, 2023 and ends at 5.00 p.m. (IST) on Friday 05th January, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 01st December, 2023, may cast their

vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing evoting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of eServices is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e Voting” under e Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of eVoting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a 13 Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e Voting service provider name and you will be redirected to e Voting service provider website for casting your vote during the remote e Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see eVoting feature. Click on company name or e-Voting service provider name and you will be redirected to eVoting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meeting for Physical Shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and

accordingly modify your vote.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; roc.shubhra@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e voting system for the scrutinizer to verify the

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

Explanatory Statement Pursuant To Section 102 (1) of the Companies Act, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 1 of the accompanying Notice.

ITEM NO. 1**Appointment of M/s. S A R A & Associates, Chartered Accountants, as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s. S. P. Gupta & Associates, Chartered Accountants.**

M/s. S. P Gupta & Associates, Chartered Accountants, (ICAI Firm Registration No. 103445W), was re-appointed as statutory auditor of the Company by the members at their AGM held on 21st September, 2021 for a period of 5 years to hold office from the conclusion of 37th AGM until the conclusion of 42nd AGM of the Company to be held in calendar year 2026 but M/s. S. P Gupta & Associates, Chartered Accountants has resigned on 08th November, 2023 before completion of its term, from the position of Statutory Auditors as their firm's partner who was handling our Company's Audit work had resigned and since they are already pre-occupied with work of other companies and firms, they will not be able to give time and do audit work of our Company. Accordingly, the Audit Committee and Board of Directors of the Company aligned the reasons stated in the resignation letter received from the Auditors. Hence the resignation of S. P Gupta & Associates, before completion of its term as auditor caused a casual vacancy in the office of Statutory Auditors as per the provisions of section 139(8) of the Companies Act, 2013 and casual vacancy so caused by the resignation of auditors can only be filled up by the Company after taking consent of the members.

Accordingly the Board, on the basis of recommendation of Audit Committee, proposes that M/s. S A R A & Associates, Chartered Accountants (ICAI Firm Registration No. 120927W), be and is hereby appointed as the Statutory Auditors of the Company w.e.f. 23rd November, 2023, to fill the casual vacancy caused by the resignation of said M/s. S. P Gupta & Associates, (ICAI Firm Registration No. 103445W), to hold office upto the conclusion of next Annual General Meeting of the Company at a remuneration of Rs.3,00,000/- (Rupees Three Lakhs only) (exclusive of applicable taxes thereon and out of pocket expenses) to conduct audit of accounts of the Company for the financial year ended 31st March, 2024, to conduct quarterly Limited Review during the financial year 2023-2024 and for other taxation matters. M/s. S A R A & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved and made by the members, would be within the limits prescribed under the Companies Act, 2013.

M/s. S A R A & Associates, Chartered Accountants (ICAI Firm Registration No. 120927W), is a firm of Chartered Accountants and have experience in various types of audits including Statutory Audits, Internal Audits, Stock Audits, Due Diligence and Investigation assignments . The firm has experience in auditing different kinds of entities including Large Corporates, Small and Medium sized entities, Multi locational entities etc. The Audit Firm has valid Peer Review certificate.

The proposed resolution is in the interest of the Company and your Directors recommend the resolution set out in the Notice for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in the Resolution.

Place: Navi Mumbai

Date: 24-11-2023

By Order of the Board of Directors

For Vistar Amar Limited

Registered Office:

Plot - A4, APMC - Mafco Yard,

Sector 18, Vashi, Navi Mumbai – 400703

Rajeshkumar Babulal Panjari

Managing Director

DIN No. 00261895