

# 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: 06/01/2024

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 Postal Ballot Notice dated 24<sup>th</sup> November, 2023 along with Scrutinizer Report**

Dear Sirs,

As per Postal Ballot Notice dated 24<sup>th</sup> November, 2023 sent to the shareholders for approval of 1 agenda items, please find attached herewith voting results of the same conducted through remote e-voting process in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure-A) together with the Scrutinizer's Report on the e-voting (Annexure-B).

The said resolution is passed with the requisite majority on 05<sup>th</sup> January, 2024 (the last date for e-voting).

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>	24 <sup>th</sup> November, 2023
<b>Date of Issuance of report to the Company</b>	05 <sup>th</sup> January, 2024

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

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## 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	01 <sup>st</sup> December, 2023
2	Total number of shareholders on record date	6745
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	Not Applicable
	Promoters and Promoter Group:	
	Public:	
5	No. of Resolution passed in the Meeting / Postal Ballot	1

**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>				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				
<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	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		21,00,000	100%	21,00,000	0	100%	0%
	<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	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		0	0%	0	0	0%	0%
	<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	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		83,078	7.55%	83064	14	99.98%	0.02%
	<b>Total</b>		<b>11,00,000</b>	<b>83,078</b>	<b>7.55%</b>	<b>83064</b>	<b>14</b>	<b>99.98%</b>
<b>Total</b>		<b>32,00,000</b>	21,83,078	<b>68.22%</b>	21,83,064	<b>14</b>	<b>100%</b>	<b>0.00%</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 05<sup>th</sup> January, 2024, I hereby declare that aforesaid Ordinary Resolution is duly passed with requisite majority.

Yours Faithfully,  
For Vistar Amar Limited

Ramkumar Panjari  
Chairman  
DIN No. 00262001

Date and Place: 06<sup>th</sup> January, 2024; 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  
Mob: 9892447117 Tel: 26116374, 26120042  
Email: [csisha@caspgupta.com](mailto:csisha@caspgupta.com)  
[csishagupta07@gmail.com](mailto:csishagupta07@gmail.com)

**SCRUTINIZER'S REPORT**

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 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: 05<sup>th</sup> January, 2024

**Scrutinizers Report on Postal Ballot voting by way of remote voting by electronic means in respect of passing of the Resolutions contained in the Notice dated 24<sup>th</sup> November, 2023 through Postal Ballot.**

Dear Sir,

I, Isha Sumit Gupta, Proprietor of M/s. I S Gupta & Co., Practicing Company Secretary have been appointed as a Scrutinizer by the Board of Directors of M/s. Vistar Amar Limited ("the Company") at their Meeting held on 24th November, 2023, for the purpose of scrutinizing Postal Ballot voting conducted by way of remote e-voting process in a fair and transparent manner on the resolution contained in the Postal Ballot Notice dated 24th November, 2023 in compliance with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 08th December, 2021, 3/2022 dated 05th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 ("MCA Circulars").

1. The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.



**2. Management's Responsibility:**

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR"), relating to postal ballot e-voting on the resolution contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

**3. Scrutinizer's responsibility:**

My responsibility as a Scrutinizer for e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" by the Members in respect of the Resolutions contained in the Notice. My report is based on verification of data and reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents, if any, furnished to me electronically till the time fixed for closing of the-voting process i.e., till 5 p.m. on 05<sup>th</sup> January, 2024.

**4. Cut -off date**

The Members of the Company as on the "cut-off" date i.e. Friday, 01<sup>st</sup> December, 2023, were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

**5. Remote e-voting process:**

- i. The Company had appointed CDSL as the service provider, for the purpose of extending the facility of E-voting to the Members of the Company.
- ii. Purva Shareregistry Private Limited is the Registrar and Share Transfer Agent ("RTA") of the Company.
- iii. CDSL had provided a system for recording the votes of the Members through E voting on all the items of the business as mentioned in the Notice of the Company.
- iv. CDSL had set up an electronic voting facility on its website, <https://www.evotingindia.com/>. The Company had uploaded all the items of the business as mentioned in Postal Ballot Notice, on the website of the Company to facilitate the Members of the Company to cast their vote through E-voting. The same



was also uploaded on the website of CDSL and on the website of Stock Exchange i.e. Bombay Stock Exchange ("BSE"), for information of the members of the Company.

v. The remote e-voting period remained open from Thursday, 07<sup>th</sup> December, 2023 at 9.00 A.M. (IST) and ended on Friday, 05<sup>th</sup> January, 2024 at 5.00 P.M. (IST).

vi. The votes cast during the remote e-voting were unblocked on Friday, 05<sup>th</sup> January, 2024 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses who are not in the employment of the Company.

vii. Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution were generated from the remote e-voting website of CDSL, i.e., [https:// at www.evotingindia.com](https://www.evotingindia.com). Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

6. I submit my report on the results of the remote e-voting for postal ballot, based on the report generated by CDSL, scrutinized on test check basis, and relied upon by me as under:

**Resolution 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:**

I) Voted in favour of the resolution:

Particulars	Number of Members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	37	2183064	100%

II) Voted against the resolution:

Particulars	Number of Members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	8	14	0%

III) Invalid/abstained/Less Voted:

Particulars	Number of Members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0

Based on the aforesaid report, it may be seen that the said Ordinary Resolutions of the Postal Ballot Notice have been passed with requisite majority.





Further the voting results of the aforesaid Postal Ballot may accordingly be declared by the Chairman or Authorized person.

**7. Restriction on Use:**

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on website of CDSL. 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.

The electronic data and all other relevant records relating to the E-voting shall remain in our safe custody and shall be handed over to the Company.

Thanking you,

Yours faithfully,

**For I S Gupta & Co.**

**Practicing Company Secretary**

  
**Isha Sumit Gupta**

**Proprietor**

**Membership No. F7605**

**C. P. No. 8160**

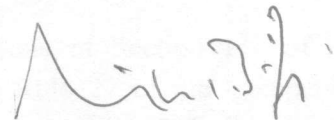
**UDIN: F007605E003129713**

**Place: Mumbai**



Counter Signed by  
For Vistar Amar Limited





**Rajeshkumar Panjari**  
**Managing Director**  
**(DIN No. 00261895)**