

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: 26/02/2024

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

Subject: Submission of Notice of Extra-Ordinary General Meeting

Dear Sir,

We are submitting herewith copy of Notice of Extra-Ordinary General Meeting of Vistar Amar Limited to be held on Tuesday, 19th March, 2024 at 03:00 p.m

Kindly arrange to take the above information on your record and oblige.

Thanking You,

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01st Extra-Ordinary General Meeting (2023-2024) of the Members of **VISTAR AMAR LIMITED** will be held on Tuesday on 19th March, 2024 at 03:00 p.m. through Video Conference (“VC”)/ other Audio Visual Means (“OAVM”) (hereinafter referred to as “Electronic Mode”) to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

Increase in Authorised Share Capital of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and subject to the necessary approval(s), permissions, consents and sanctions required, if any, from any statutory authority, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakh only) divided into 35,00,000 (Thirty-Five Lakhs) Equity Shares of Rs. 10/- each to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000/- (One Crore Fifty Lakhs only) Equity Shares of Rs. 10/- each by creation of additional Equity Shares of Rs. 11,50,00,000/- (Rupees Eleven Crores Fifty Lakhs only) divided into 1,15,00,000/- (One Crore Fifteen Lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary, be and are hereby severally authorized to file, sign, verify, execute all such e-forms, papers, or documents as may be required, and to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 2

Alteration of Capital Clause of Memorandum of Association of the Company:

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

“**RESOLVED THAT** pursuant to Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and subject to the necessary approval(s), permissions, consents and sanctions required, if any, from any statutory authority, consent of the Members of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company as to Share Capital and substitute in its place the following Clause V:-

- V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000/- (One Crore Fifty Lakh) Equity Shares of Rs. 10/- each with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the same and to divide the shares in several classes and to attach thereto

respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being in force.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary, be and are hereby severally authorized to file, sign, verify, execute all such e-forms, papers, or documents as may be required, and to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 3

Alteration of Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof for the time being in force), and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, approval of the members of the Company be and is hereby accorded to delete the existing Article 3 of the Articles of Association of the Company and substitute in its place the following Article 3:

3. The Board may from time to time, with the sanction of the Company by ordinary resolution increase the authorized Share capital of the Company by such sum to be divided into Shares of such amount and of such classes with such rights and privileges attached thereto as the Members shall direct by specifying the same in the resolution and if no directions be given as the Board may determine.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary, be and are hereby severally authorized to file, sign, verify, execute all such e-forms, papers, or documents as may be required, and to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**By Order of the Board of Directors
For Vistar Amar Limited**

**Place: Navi Mumbai
Date: 22nd February, 2024**

Registered Office:
Plot -A4, APMC - Mafco Yard,
Sector 18, Vashi, Navi Mumbai – 400703

**Rajeshkumar Babulal Panjari
Managing Director
DIN No. 00261895**

Notes:

1. The Ministry of Corporate Affairs, ("MCA") vide its General Circular Nos. 20/2020 dated 05th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 08th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022 and 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time, 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 issued from time to time by the SEBI (hereinafter collectively referred to as "the Circulars"), has permitted Companies to hold EGM through VC/AOVM facility, without the physical presence of members at a common venue, on or before 30th September, 2024. Hence, in compliance with applicable provisions of the Companies Act, 2013 read with the aforesaid MCA Circulars and SEBI Listing Regulations, the EGM of the Company is being held through VC/AOVM facility only.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra-Ordinary General Meeting and hence the Proxy Form are not annexed to the Notice.
3. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorization etc., authorizing its representative to attend the Extra-Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address, to roc.shubhra@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards issued by the ICSI from time to time, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
5. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their DematAccounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/ Purva Shareregistry (India) Limited.
6. For registration of email id for obtaining User ID/ password for e-voting use the link <http://www.purvashare.com/email-and-phone-updation/>.
7. The Notice of the Extra-Ordinary General Meeting is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI. Members may note that the Notice of Extra Ordinary General Meeting will also be available on the Company's website www.vistaramar.com; websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com. Members can attend and participate in the Extra-Ordinary General Meeting through VC/OAVM facility only.
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 13.

9. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. All documents referred to in the Notice will be available for electronic inspection without any fee by the members between 11:00 A.M. (IST) to 1:00 P.M. (IST) on any working day, from the date of circulation of this Notice up to the date of EGM, i.e. 19th March, 2024. Members seeking to inspect such documents can send an email to roc.shubhra@gmail.com.
11. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 1 to 3 of the accompanying Notice, is annexed hereto.
12. Members seeking any information/ desirous of asking any questions at the Meeting are requested to send email to the Company at roc.shubhra@gmail.com at least 7 days before the Meeting i.e. upto 12th March, 2024 (05:00 p.m. IST) mentioning their name, demat account number/folio number, email id, mobile number. The same will be replied by the Company suitably.
13. Information and other instructions relating to e-voting are as under:-
 - a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
 - b) The Company has engaged the service of CDSL to provide e-voting facility to Members.
 - c) The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
 - d) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e. 12th March, 2024. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
 - e) A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 12th March, 2024, only shall be entitled to avail the facility of e-voting.
 - f) Members who are holding shares in physical form or who have not registered their email address with the Company/ RTA or any person who acquires shares of the Company and become member of the Company after the notice has been sent electronically by the Company, and hold shares as of the cut-off date i.e. 12th March, 2024, such Member may obtain the User ID and password by sending a request at support@purvashare.com.

- g) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- h) Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to Meeting i.e.** upto 12th March, 2024 (05:00 p.m. IST) mentioning their name, demat account number/folio number, email id, mobile number at roc.shubhra@gmail.com. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
- i) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- j) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- k) The Shareholders who have not registered themselves as speaker can put the question on the chat box available on the screen at the time of the Meeting.
- l) The Board of Directors of the Company has appointed Ms. Isha Sumit Gupta, Proprietor of M/s. I S Gupta & Co., Practicing Company Secretary (M. N. 7605 and C.P.No.8160) of Mumbai as scrutinizer to scrutinize the remote e-voting as well as the e-voting process at the EGM, in a fair and transparent manner.
- m) The Scrutiniser, after scrutinizing the votes, will, not later than forty-eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e. www.vistamar.com. The results shall simultaneously be communicated to the Stock Exchanges.
- n) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. 19th March, 2024.
- o) Information and other instructions relating to remote e-voting, e-voting during EGM and joining Meeting through VC/ OAVM are as under:

- i. The remote e-voting facility will be available during the following period:

Commencement of e-voting: 16th March, 2024 (Saturday) at 09:00 a.m.

End of e-voting: 18th March, 2024 (Monday) at 05:00 pm.

During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12th March, 2024 may cast their vote electronically.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

- ii. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend / participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.

- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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 e-voting 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.

- iv. 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li data-bbox="427 1160 1501 1330">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 and select New System Myeasi Tab. <li data-bbox="427 1361 1501 1644">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. <li data-bbox="427 1675 1501 1778">3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & select New System Myeasi Tab and then click on registration option. <li data-bbox="427 1809 1501 2045">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.

Type of shareholders	Login Method
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.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services 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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting 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 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 or joining virtual meeting & voting during the meeting
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 e-Voting feature. 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 or joining virtual meeting & voting during the meeting.

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	Help Desk 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 toll free no. 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 022 -4886 7000 and 022 - 2499 7000

- v. 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"> • Members 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> <p>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).</p>

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. 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.
- viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- x. 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.
 - xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - xii. 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.
 - xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - xv. 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.
 - xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
 - xvii. **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 and 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 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 same.
- p) Instructions for Shareholders for attending EGM through VC/ OAVM and e-voting during the Meeting are as under:-
- i. The procedure for attending Meeting and e-voting on the day of the EGM is same as the instructions mentioned above for e-voting.
 - ii. The link for VC/OAVM to attend the meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. If any Votes are cast by the Shareholders through the e-voting available during the EGM and if the same Shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholders attending the Meeting.

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 attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 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 toll free no. 1800 22 55 33.

14. Since the Meeting will be held through VC/ OAVM, the Route Map and Attendance Slip are not annexed to this Notice.

**By Order of the Board of Directors
For Vistar Amar Limited**

**Place: Navi Mumbai
Date: 22nd February, 2024**

Registered Office:
Plot -A4, APMC - Mafco Yard,
Sector 18, Vashi, Navi Mumbai – 400703

**Rajeshkumar Babulal Panjari
Managing Director
DIN No. 00261895**

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 to 3 of the accompanying Notice.

ITEM NO. 1 AND 2

The present Authorised Share Capital of the Company is Rs. 3,50,00,000 (Rupees Three Crores Fifty Lakhs only) divided into 35,00,000 (Thirty Five Lakhs) Equity Shares of Rs. 10/- each and Paid up Share Capital of the Company is Rs. 3,20,00,000/- (Rupees Three Crores Twenty Lakhs only) comprising of 32,00,000 (Thirty Two Lakhs) Equity Shares of Rs. 10/- each.

The Company is planning to raise funds which necessitate increase of Authorised Share Capital of the Company. In this regard, the Board has accorded its approval for increasing the Authorised Share Capital from existing Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakh only) divided into 35,00,000 (Thirty Five Lakhs) Equity Shares of Rs. 10/- each to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000/- (One Crore Fifty Lakh) Equity Shares of Rs. 10/- each by creating additional Equity Shares of Rs. 11,50,00,000/- (Rupees Eleven Crores Fifty Lakhs only) divided into 1,15,00,000/- (One Crore Fifteen Lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

All documents as referred in item no.1 and 2 will be available for electronic inspection without any fee by the members between 11:00 A.M. (IST) to 1:00 P.M. (IST) on any working day, from the date of circulation of this Notice up to the date of EGM, i.e. 19th March, 2024. Members seeking to inspect such documents can send an email to roc.shubhra@gmail.com

Accordingly, the Board recommends the resolutions set out at Item No. 1 and 2 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

ITEM NO. 3

As per existing Article 3 of the Articles of Association of the Company, the Company can increase its Authorised Share Capital only in General Meeting. The Company intends to alter the said Article 3 by deleting such restriction and allowing the Company to increase its Authorised Share Capital with the approval of Members of the Company through any route.

All documents as referred in item no.3 will be available for electronic inspection without any fee by the members between 11:00 A.M. (IST) to 1:00 P.M. (IST) on any working day, from the date of circulation of this Notice up to the date of EGM, i.e. 19th March, 2024. Members seeking to inspect such documents can send an email to roc.shubhra@gmail.com

Pursuant to the provisions of Section 14 of the Companies Act, 2013 any amendment of the Articles of Association of a Company requires the approval of the shareholders of the Company by way of Special Resolution.

The Board recommends the resolutions set out in item no. 3 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

**By Order of the Board of Directors
For Vistar Amar Limited**

**Place: Navi Mumbai
Date: 22nd February, 2024**

**Rajeshkumar Babulal Panjari
Managing Director
DIN No. 00261895**

Registered Office:
Plot -A4, APMC - Mafco Yard,
Sector 18, Vashi, Navi Mumbai – 400703