

TRANSCRIPT OF THE 01st EXTRA ORDINARY GENERAL MEETING (2023-2024) OF THE COMPANY HELD ON TUESDAY, THE 19TH MARCH, 2024 AT 03:00 P.M. (IST) THROUGH VIDEO CONFERENCE (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) (HEREINAFTER REFERRED TO AS “ELECTRONIC MODE”)

Host: Good Afternoon dear Stakeholders and Shareholders.

I extend a warm welcome to all of you to this 01st Extra Ordinary General Meeting (2023-2024) of the Company.

I hope the Members are able to hear us and the audio and video are clear. This Meeting is being held through video conference in accordance with the circular issued by the Ministry of Corporate Affairs and SEBI. We have the requisite quorum present through video conference to conduct the proceedings of this Meeting. Participation of members through video conference is being reckoned for the purpose of quorum, as per the circulars issued by MCA, and Section 103 of the Companies Act, 2013. The quorum being present, I request Chairman Shri Ramkumar Panjari, as appointed by the Board of Directors of the Company, to call this Meeting in order.

Chairman

Good afternoon, Ladies and Gentlemen, I as the chairman of your Company have the honour and privilege to welcome you all to this Extraordinary General Meeting of your company being held through video conference. Since we are a sufficient quorum of Members participating through Video Conferencing, the Meeting is properly constituted, and I call this Meeting to order and a warm welcome to all the Members.

Host

Before we start the main proceedings of the Meeting, let me introduce you to the Members of the Board and Senior Management present with us today who are joining us from different locations. Shri Rajeshkumar Panjari, Managing Director of the Company, Shri Ramkumar Panjari, CFO, Director and Chairman of the Company, Shri Ramesh Upadhyay, Non-Executive Director and Members of all Committees, Smt. Varsha Sanghai, Independent Non-Executive Director and Chairman of all Committees and Shri Jaidip Simaria, Independent Non-Executive Director and Members of all Committee.

Alongwith us are Shri Surendra Jain, Company Secretary and Compliance Officer of the Company, M/s. S A R A & Associates, Statutory Auditors of the Company and myself Isha Sumit Gupta, proprietor of M/s. I S Gupta & Co. Secretarial Auditor of the Company.

Before I hand over the proceedings to the Chairman, I would like to highlight certain points here.

As mentioned in the notice the facility of participation at the EGM through Video Conferencing or Other Audio Visual Means has been made available for all the members on first come first serve basis except for large shareholders, promoters, directors, KMPs, the chairperson of the audit committee, nomination and remuneration committee, and

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stakeholders relationship committee as well as the auditors who are allowed to attend the EGM without any restrictions on account of first come first serve basis.

Subsequent to the **MCA Circulars**, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the body corporate is entitled to appoint authorized representatives to attend the EGM through VC, other audio/video means and participate and cast their votes through e-voting. The Registered Office of the Company situated at Survey No. 1943, “Mangalkunj”, Railway Station Road, Opp. Balashram, Porbandar, Gujarat – 360575 shall be deemed as the venue for this EGM and proceedings of the EGM shall be deemed to be made here at.

The Notice of EGM has already been circulated to all the members on their Email Id. Moreover, Notice of 01st EGM (2023-24) was also published in Newspapers on 27th February, 2024. There are still some Shareholders who’s Email ID’s are still not available. They are once again requested to register their Email ID in their respective Demat Account with their DP or using the link <http://www.purvashare.com/email-and-phone-updation/>.

We have received requests from few Members for registration as a speaker shareholder in the EGM today. All those shareholders have been provided specific links to log in to the Meeting and we shall be allowing them to speak once the Chairman directs the same. We request speakers to limit their speeches to 3 minutes for the benefit of other shareholders. Non-registered shareholders as speakers who are attending this Meeting through VC today are also invited to express their views and raise questions, if they have any, in the chat box provided. It may be noted that the Company reserves the right to limit the number of members asking the questions depending on the availability of time at this EGM. The Chairman and other Directors would be responding to such queries at the end of the Meeting.

Members are requested to refer to the instructions provided in the Notice for a seamless participation through video conference and for e-voting. In case members face any difficulty, they may reach out on the helpline numbers. Members may note that this EGM is recorded. Please do not disclose any sensitive personal information or personal identifiable information belonging to you.

Pursuant to the provisions of Companies Act 2013 and the SEBI listing regulations, the Company has provided facility for voting by electronic means both through remote e-voting facility and e-voting at the EGM to all its Members to enable them to cast their votes electronically and the business may be transacted through such e-voting.

For this purpose, the Company has tied up with the e-voting system of CDSL for facilitating voting through electronic means as the authorized agency. The Company provided remote e-voting facility to all the persons who were members on 12th March, 2024, being the cut-off date for vote on all the 3 Resolutions set out in the notice of EGM.

Members attending the EGM today who have not cast their vote by remote e-voting are entitled to exercise their right to vote by e-voting at the EGM. The results will be declared after considering the e-voting done today by members participating in this EGM and also the remote e-voting already done by certain members. The results along with scrutinizer report shall also be submitted to the stock exchanges, i.e., BSE and will also be placed on the website of the Company and at CDSL Evoting website.

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With this, I hand over to the chairman to continue with the proceedings.

Thank you.

Chairman

Thank you, Isha. The Company has taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote at the EGM. I thank all the members, colleagues on the Board and the management team for joining this Meeting over video conference.

Mrs. Isha Sumit Gupta, proprietor of M/s. I S Gupta & Co., Company Secretaries is being appointed by the Board as the Scrutinizer for scrutinizing the remote e-voting already done and e-voting during the EGM today, in a fair and transparent manner.

Based on the report of the Scrutinizer, the combined results of remote e-voting and the e-voting done at the EGM today will be announced and displayed on the website of the Company, Stock Exchange and CDSL.

As the Meeting is convened through VC today, resolutions have already been put to vote through remote e-voting and the requirement to propose and second a resolution is not applicable. Following are the businesses mentioned in the Notice of EGM and put to e-vote through Ordinary/ Special Resolutions:

SPECIAL BUSINESS	
1.	Increase in 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 Lakh) Equity Shares of Rs. 10/- each through Ordinary Resolution
2.	Alteration of Clause V - Capital Clause of Memorandum of Association of the Company through Ordinary Resolution
3.	Alteration of Article 3 of the Articles of Association of the Company through Special Resolution

Before proceeding for voting on the resolutions, I now invite those registered speakers to offer comments and seek clarifications if any on resolutions contained in the notice. Answers to the questions will be given by the management present at the end of the Meeting.

Host

There are 2 requests received to speak during the Meeting. I request Mr. Bimal Kumar Ji now you can unmute yourself and switch on your video and speak for 3 minutes to avoid delay in proceedings.

Bimal Kumar Agarwal, Member (Speaker at the AGM)

Hello Can you hear me? Hello?

Host

Bimal ji, now you can say.

Bimal Kumar Agarwal, Member (Speaker at the AGM)

Good afternoon to everyone. First of all, the Company Secretary should have called the speaker shareholders that tomorrow is the meeting today is the meeting since all the Company people do that. Next time you do it.

Host

OK. We are noting this and next time we will call you.

Bimal Kumar Agarwal, Member (Speaker at the AGM)

Okay thank you very much, I got no question to ask and I have already supported all the resolutions for this meeting. That's all from me. Thank you very much.

And can you send some token of appreciation to the speaker shareholders who have joined the meeting if possible?

That's all from me. Thank you very much!

Chairman

Yes, Bimal Kumar we have noted this. We will send you a mail of thanks for attending the meeting.

Host

Anything more you have to say Bimal Kumar Ji?

Bimal Kumar Agarwal, Member (Speaker at the AGM)

Okay.

No, thank you

Host

Okay thank you. You can now mute yourself again.

I now request Mr. Naresh Kachalia. Whether he is there in the meeting?

Purva Sharegistry, RTA

No ma'am.

Host

Okay then I will just check if there is any message in the chat box.

There is no message in the chat box.

With this, I now hand over the proceedings to the Chairman. Chairman, we can close the meeting now and you can give the closing message.

Chairman

I think that concludes the questions and answer sessions and we move on with the concluding session.

Members may note that the voting on the CDSL platform will continue to be open for 15 minutes after the closure of the meeting. Members who have not cast their votes yet are requested to do so. The Resolutions, as set forth in the Notice, shall be deemed to be passed today subject to receipt of requisite number of votes.

We are grateful to all our shareholders for attending the meeting and I hereby declare the proceedings of the EGM as closed.

Thank you very much!

Host

Thank you members for attending the meeting and thank you Rambhai, Rameshbhai, Rajeshbhai, Auditors, CS, Independent Directors. Thank you all very much for attending the Meeting.

Ramesh Upadhyay, Independent Director

Thank you to Purva Registry also.

Host

Yes, Purva Registry also.

Chairman

Thanks everyone. Bye!

Meeting concluded at 03:18 p.m.