

# Vistar Amar Limited

Head Office: Survey No. 1943, Mangalkunj, Railway Station Road, Opp Balashram, Porbandar, Gujarat – 360575

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

Website: www.vistaramar.com, CIN No.: L05000GJ1983PLC149135,

Email ID: vistaramarLtd@gmail.com, roc.shubhra@gmail.com Mobile Nos.: +91 87802 29519, +91 97231 02201

## 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. 09/2024 dated September 19, 2024, 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 11<sup>th</sup> February, 2025 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 Purva Sharegistry (India) Private Limited (Purva) for facilitating the remote e-voting system. The remote e-voting period commences on Wednesday 26<sup>th</sup> February, 2025 (9.00 a.m. IST) and ends on Thursday, 27<sup>th</sup> March, 2025 (5.00 p.m. IST). The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday, 21<sup>st</sup> February, 2025 (“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 Purva: <https://www.evoting.purvashare.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 assent 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 done on Thursday 27<sup>th</sup> March, 2025 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 Purva <https://www.evoting.purvashare.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**

#### **To approve and ratify the Material Related Party Transactions being entered with Amar Polyfils Private Limited, Promoter Group entity**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 (the “Act”), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), and subject to such other laws, rules, regulations, approvals, consents, sanctions and permissions of any authorities as may be necessary, the Members of the Company hereby approve and ratify the material related party contracts/arrangement/transactions entered into with Amar Polyfils Private Limited, Promoter Group entity, in which Mr. Rajeshkumar Panjari and Mr. Ramkumar Panjari and their family Members are the Promoters, for the purchase of the Amar Sterilised Fish Meal Unit located at Porbandar, Gujarat, on a ‘slump sale’ basis (as defined under Section 2(42C) of the Income-tax Act, 1961) as a ‘going concern’, for the agreed consideration of ₹1,550 lakhs and as further explained in detail in the Explanatory Statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors (or any Committee thereof) be and is hereby authorized to take all necessary actions, including executing necessary agreements, obtaining regulatory approvals, and performing any other acts or steps as may be required to implement and give effect to this resolution, including but not limited to signing and executing documents, filing necessary forms with the relevant authorities, and complying with applicable laws and regulations and that any actions already taken by the Board or its Committee in this regard be and are hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate the authority to any Director or Officer of the Company to take such steps as may be necessary to give effect to the above resolution, including any procedural and administrative matters arising in connection with the transaction.”

Place- Porbandar  
Date- 11-02-2025

By Order of 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, 21<sup>st</sup> February, 2025, (‘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 Purva Shareregistry (India) Private Limited (Purva) 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.vistamar.com/>, websites of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com), and on the website of Purva: <https://www.evoting.purvashare.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](mailto:roc.shubhra@gmail.com).
7. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1(one) English newspaper and at least 1 (one) Gujarati newspaper, each with wide circulation in Porbandar, where the registered office of the Company is situated and will also uploaded on the website of the Company.
8. The Members whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 21<sup>st</sup> February, 2025 being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.
9. 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, 21<sup>st</sup> February, 2025 being the cut-off date fixed for the purpose.
10. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday 26<sup>th</sup> February, 2025 and ends at 5.00 p.m. (IST) on Thursday 27<sup>th</sup> March, 2025. The e-voting module shall be disabled by Purva for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
11. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
12. 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 Purva at [support@purvashare.com](mailto:support@purvashare.com). However, if you are already registered with CDSL/ NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote.

13. 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.
14. 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.
15. 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.vistamar.com/>.
16. 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 INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER

- (i) The voting period begins on from 9.00 a.m. (IST) on Wednesday 26<sup>th</sup> February, 2025 and ends at 5.00 p.m. (IST) on Thursday 27<sup>th</sup> March, 2025. 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, 21<sup>st</sup> February, 2025, 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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab and then user can enter their existing my easi username and Password.</li> <li>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. Additionally, there is also links provided to access the system of all e Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL Website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; new system My easi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to</li> </ol>



Type of shareholders	
	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 <b>Depository Participants</b>	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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800-21-09911.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 48867000 and 022-24997000

**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 for Physical Shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
  - 2) Click on "Shareholder/Member" 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 5) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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).</li> </ul>

- (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.
- (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 EVENT NO. 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/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against 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 <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.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.
- 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](mailto:roc.shubhra@gmail.com), if they have voted from individual tab & not uploaded same in the Purva e voting system for the scrutinizer to verify the same.

### **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.

If you have any queries or issues regarding e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-49700138

### **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**

#### **To approve and ratify the Material Related Party Transactions being entered with Amar Polyfils Private Limited, Promoter Group entity**

Pursuant to Section 188(1) of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of resolution in case related party transactions exceed such sum as is specified in the rules. Further Section 188(3) of the Act provides for ratification of related party transaction by the shareholders within three months from the date of on which such contract or arrangement was entered into. Further, pursuant to



regulation 23(4) of SEBI Listing Regulations, approval of the shareholders through Ordinary Resolution is required for all 'material' related party transactions. For this purpose, related party transactions will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds Rs.1,000 Crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company whichever is lower. Your Company is purchasing or may have been purchased till the date of declaration of result the Amar Sterilised Fish Meal Unit located at Porbandar, Gujarat from Amar Polyfils Private Limited, Promoter Group entity, in which Mr. Rajeshkumar Panjari, Managing Director and Mr. Ramkumar Panjari, Director and their family Members are the Promoters, on a 'slump sale' basis (as defined under Section 2(42C) of the Income-tax Act, 1961) as a 'going concern', for the agreed consideration of ₹1,550 lakhs which exceeds the materiality threshold as provided in Section 188 of the Act and Regulation 23 of SEBI Listing Regulations. The particulars of material related party transaction are as below:

Name of Related Party	Description of Transaction	Tenure of Contract	Total Transaction Value
Amar Polyfils Private Limited, Promoter Group entity, in which Mr. Rajeshkumar Panjari, Managing Director and Mr. Ramkumar Panjari, Director and their family Members are the Promoters	Purchase of Amar Sterilised Fish Meal Unit located at Porbandar, Gujarat	Its purchase of Unit. Hence tenure is not applicable.	Rs.1550 Lakhs

The other particulars of aforesaid transaction are as under:

Name of Related Party	Name of the Director Nature of Relationship or Key Managerial Personnel of the Company who is related party, if any	Nature of Relationship / position in	Material Terms of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution
Amar Polyfils Private Limited	Mr. Rajeshkumar Panjari, Managing Director and Mr. Ramkumar Panjari, Director and their family Members	Promoters of Amar Polyfils Private Limited	Purchase of Unit on a 'slump sale' basis (as defined under Section 2(42C) of the Income-tax Act, 1961) as a 'going concern' at Rs.1550 Lakhs	Transaction is at arm's length basis as valued by M/s. Bhavesh M Rathod & Co., Chartered Accountants and a registered IBBI valuer, as per their Valuation Report dated 30th November, 2024. This transaction is financed from the Right Issue proceeds, as already disclosed in the Letter of Offer dated 02nd December, 2024 issued to the Members

The above transaction is approved by the Audit Committee as per the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. In view the above, it is proposed to seek approval and ratification of the Members of the Company through Ordinary Resolution for the above transaction and the related parties are abstained from voting on the resolution.

None of the Directors or Key Managerial Personnel or their relatives is directly or indirectly concerned or interested, financially or otherwise, except as mentioned above to the extent of his/her respective shareholding, if any, in the Company, in the said resolution.

The Board recommends the Ordinary Resolution at Item no. 1 of the Postal Ballot Notice for approval by the members.

Place: Porbandar

Date: 11-02-2025

Registered Office:

Survey No. 1943, Mangalkunj,  
Railway Station Road, Opp Balashram,  
Porbandar, Gujarat – 360575

By Order of Board of Directors  
For Vistar Amar Limited

Rajeshkumar Panjari  
Managing Director  
DIN No. 00261895