

# 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](http://www.vistaramar.com), **CIN No.:** L05000GJ1983PLC149135,

**Email ID:** [vistaramarltd@gmail.com](mailto:vistaramarltd@gmail.com), [roc.shubhra@gmail.com](mailto:roc.shubhra@gmail.com) **Mobile Nos.:** +91 87802 29519, +91 97231 02201

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Date: 25-04-2025

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

Subject: Compliance for the Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended 31<sup>st</sup> March, 2025

Dear Sir,

In pursuance of the provisions of Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, we are enclosing herewith a copy of Reconciliation of Share Capital Audit received from M/s. I S Gupta & Co., Practicing Company Secretary for the quarter ended on 31<sup>st</sup> March, 2025.

Kindly arrange to take above information on your records and oblige.

Thanking You,

Yours Faithfully,  
For Vistar Amar Limited

Rajeshkumar Babulal Panjari  
Managing Director  
DIN No. 00261895

**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

Email: [isha@csisgupta.com](mailto:isha@csisgupta.com)[csishagupta07@gmail.com](mailto:csishagupta07@gmail.com)

To,  
The Board of Directors,  
M/s. Vistar Amar Limited  
Porbandar (Gujarat)

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

1 For Quarter Ended 31-03-2025

2 ISIN : INE878P01019

3 Face Value : Rs.10/-

4 Name of the Company Vistar Amar Limited

5 Registered Office Address Survey No. 1943, Mangalkunj, Railway Station Road, Opp  
Balashram, Porbandar- 360575, Gujarat, India

6 Correspondence Address Same as above

7 Telephone &amp; Fax Nos. 87802 29519

8 Email address roc.shubhra@gmail.com

9 Names of the Stock Exchanges where the company's securities are listed :

Bombay Stock Exchange Limited

10 Issued Capital

11 Listed Capital (Exchange-wise)  
(as per company records)

Number of shares	% of Total Issued Cap.
5760000	100
5760000	100

12 Held in dematerialised form in CDSL

13 Held in dematerialised form in NSDL

14 Physical

1044037	18.12564236
4710963	81.78755208
5000	0.086805556

15 Total No. of shares (12+13+14)

5760000	100
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16 Reasons for difference if any, between (10&amp;11) , (10&amp;15) , (11&amp;15) :

N.A.

17 Certifying the details of changes in share capital during the quarter under consideration as per Table below : N.A.

Particulars***	No. of shares	Applied / Not Applied for listing	Listed on Stock Exchanges (Specify Names)	whether intimated to CDSL	whether intimated to NSDL	In-prin. appr. pending for SE (Specify Names)

\*\*\* Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction  
Forfeiture, Any other (to specify).

18 Register of Members is updated (Yes / No )

If not, updated upto which date

Yes

19 Reference of previous quarter with regards to excess dematerialised shares, if any.

N.A.

20 Has the company resolved the matter mentioned in point no.19 above in the current quarter ? If not, reason why ?

N.A.



- 21 Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay :

Total No. of demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 Days	NIL	NIL	NIL
Pending for more than 21 days	NIL	NIL	NIL

22 Compliance Officer Details

i) Whether qualified Company Secretary is Compliance Officer	No
ii) Whether Compliance Officer appointed	Yes
iii) Name of the Compliance Officer	Rajeshkumar Babulal Panjari
iv) PAN of the Compliance Officer	AECPJ4800R
v) Date of appointment	01-02-2025
vi) Designation	Managing Director and Compliance Officer
vii) Membership Nos	-
viii) Mobile No.	+91 9601265555
ix) Fax No.	-
x) Email ID	roc.shubhra@gmail.com
xi) Whether any change in Compliance Officer during the previous 2 quarters	Yes
xii) Whether the previous Compliance Officer was qualified Company Secretary	Yes

23 Detail of previous Compliance Officer

	Yes
i) Previous Compliance Officer Name	Surendra Jain
ii) Membership No.	ACS-16035
iii) Date of Appointment	08-04-2019
iv) Date of Cessation	31-01-2025

24 Certifying Auditor Details

i) CA/CS	Company Secretary
ii) Name of the Certifying Auditor	Isha Sumit Gupta
iii) Address, City, Pincode	8/10, Govind Nagar, 88, Dixit Road, Vile Parle (E), Mumbai - 400057
iv) Contact No.	Tel.: 9892447117
v) Fax No.	--
vi) Email ID	Email ID: csishagupta07@gmail.com
vii) Membership No.	FCS 7605
viii) Firm Registration No. of Audit Firm	NA
ix) Name of the Firm	I S Gupta & Co.
x) COP Number	8160

25 Registrar and Share Transfer Agent Details

i) Appointment of common agency for share registry work	Yes
ii) Name of RTA	Purva Shareregistry (India) Pvt. Ltd.
iii) SEBI Registration No.	INR000001112
iv) Address, State, City, Pin Code	9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E), Mumbai - 400011, Maharashtra
v) Contact No.	Tel: 022-23016761
vi) Fax No. of RTA	022-23012517
vii) Email ID	support@purvashare.com
viii) Website Address	www.purvashare.com
ix) Whether any change in Registrar and Share Transfer Agent	No




26 Any other detail that the auditor may like to provide. (e.g. BIFR company, delisting from SE, company changed its name etc.)

Yes

- i) The Company filed the Corporate Action Form for the Rights Issue with CDSL and NSDL on 31st December 2024 and received the letter of credit from them on 1st January 2025
- ii) The Company published the post-issue advertisement for the Rights Issue on Thursday, 2nd January 2025, in the following newspapers:
- Financial Express (English National daily newspaper with wide circulation)
  - Jansatta (Hindi newspaper)
  - Ahmedabad Express (Gujarati newspaper)
- iii) The Company received a letter from the Bombay Stock Exchange (BSE) vide letter no. LOD/RIGHTS/SV/40/2024-2025 dated 2nd January 2025, granting trading approval for 25,60,000 equity shares of Rs. 10/- each, issued at a premium of Rs. 107/- on a rights basis. The shares bear distinctive numbers 3200001 to 5670000 and are effective for trading starting from Friday, 3rd January 2025.
- iv) M/s.RBP Holdings Private Limited, the Promoter, has submitted a disclosure to the Company and the Bombay Stock Exchange on 2nd January 2025, in accordance with Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. This disclosure pertains to the acquisition of 16,80,560 Equity Shares, with a face value of Rs. 10/- per share, in the Rights Issue of M/s. Vistar Amar Limited (Scrip Code: 538565) by the Promoter/Promoter Group.
- v) M/s. RBP Holdings Private Limited, the Promoter, has submitted a disclosure to SEBI (SAST Exemption Department), the Company, and the Bombay Stock Exchange on 17th January 2025, in accordance with Regulation 10(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. This disclosure pertains to the request for exemption under Regulation 10(4)(a) of the said Regulations.
- The disclosure is in relation to the acquisition of 16,80,560 equity shares, with a face value of Rs. 10/- per share, in the Rights Issue of Vistar Amar Limited (Scrip Code: 538565) by the Promoter/Promoter Group.
- vi) The Company terminated the service of Mr. Surendra Jain, Company Secretary (KMP) and Compliance Officer, effective 31st January 2025, as approved in the Board Meeting held on 1st February 2025 due to his acts which amount to dereliction of his duties. During the interim period, the responsibilities of the Compliance Officer will be temporarily continued by Mr. Rajeshkumar Panjari (DIN No. 00261895), Managing Director, until the appointment of a new Company Secretary (KMP) and Compliance Officer.
- vii) The Board of Directors, in their meeting held on 15th January 2025, approved the purchase of the Amar Sterilized Fish Meal Unit, located at Porbandar, Gujarat, from Amar Polyfils Private Limited (APPL) (where Rajeshkumar Panjari and Ramkumar Panjari and their family members are the Promoters), Promoter Group, and Related Party to Vistar Amar Limited. The purchase will be 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. This valuation was conducted by M/s. Bhavesh M Rathod & Co., Chartered Accountants, and a registered IBBI valuer, as per their Valuation Report dated 30th November 2024. The purchase will be financed from the proceeds of the Rights Issue, as detailed in the Letter of Offer of the Company dated 2nd December 2024.
- viii) The Members of the Company, through Postal Ballot on 27th March 2025 (last date of E-voting), approved and ratified the material related party contracts/arrangements/transactions entered into with Amar Polyfils Private Limited, a Promoter Group entity, in which Mr. Rajeshkumar Panjari and Mr. Ramkumar Panjari and their family members are the Promoters. This relates to the purchase of the Amar Sterilized 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. The details of the transaction were further explained in the Explanatory Statement to the Notice of Postal Ballot dated 11th February 2025.
- ix) Our Firm was appointed as the Scrutinizer for the Postal Ballot process dated 11th February 2025. The Postal Ballot was kept open for remote e-voting from 9:00 IST on 26th February 2025 (Wednesday) to 17:00 IST on 27th March 2025 (Thursday). We have submitted the Scrutinizer's Report on 27th March 2025 after the close of remote e-voting, and the result was declared by the Company on 28th March 2025.
- x) As of 31st March, 2025, the casual vacancy in the position of Company Secretary remains unfilled.

Place: Mumbai  
Date: 25-04-2025

For I S Gupta & Co.  
Practicing Company Secretary

  
Isha Gupta  
Proprietor  
Mem. No.: 7605, C.P. No.: 8160  
Peer Review Cert. No. 2173/2022  
UDIN: F007605G000201700

