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: accounts@vistaramar.com, roc.shubhra@gmail.com **Mobile Nos.:** +91 87802 29519, +91 97231 02201

Date: 12-08-2026

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

Sub: Submission of revised Notice of 42nd Annual General Meeting

Dear Sir/Madam,

With reference to the Notice of the 42nd Annual General Meeting submitted by the Company to the Stock Exchange, we hereby submit the revised Notice incorporating certain technical corrections in the e-voting instructions/website particulars as advised by the Company's Registrar and Share Transfer Agent.

The aforesaid corrections are clerical/technical in nature and do not have any impact on the agenda items, resolutions, explanatory statements or any other substantive disclosures contained in the Notice.

The revised Notice shall be dispatched to the Members of the Company and made available on the Company's website.

You are requested to take the same on record.

Thanking you,

Yours Faithfully,
For Vistar Amar Limited

Poonam Punitkumar Mor
Digitally signed by Poonam Punitkumar Mor
Date: 2026.08.12 13:20:56 +05'30'

Poonam Mor

Company Secretary and Compliance Officer

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 42nd Annual General Meeting of the Members of **VISTAR AMAR LIMITED** will be held on Tuesday, 22nd September, 2026 at 3:00 p.m. through Video Conference ("VC")/ other Audio Visual Means ("OAVM") (hereinafter referred to as "Electronic Mode") to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statement

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 and the reports of the Board of Directors and Auditors thereon.

Item No. 2 – Appointment of Mr. Ramkumar Babulal Panjari (DIN No. 00262001) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Ramkumar Babulal Panjari (DIN No. 00262001), who retires by rotation and being eligible offers himself for re-appointment.

Item No. 3 – Approval of remuneration to Statutory Auditors for the Financial Year 2026-27

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 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, the remuneration of Rs.4,00,000/- (Rupees Four Lakhs only) payable to Messrs. S A R A & Associates, Chartered Accountants (Firm Registration No. 120927W), Statutory Auditors of the Company, for conducting the statutory audit of the financial statements of the Company for the financial year 2026-27, quarterly limited reviews, tax audit (where applicable), tax compliances and taxation advisory matters, payable in one or more instalments, plus applicable taxes and reimbursement of out-of-pocket expenses actually incurred, be and is hereby approved.

RESOLVED FURTHER THAT the Company hereby engages the services of Ms. Isha Gupta, Practicing Company Secretary, for certification and filing of the necessary forms and returns with the Registrar of Companies (ROC) in connection with this Resolution.

RESOLVED FURTHER THAT Board of Directors (including any Committee thereof) and/or any Director and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters, and things as may be considered necessary, proper, or desirable to give effect to this resolution, without being required to seek any further consent or approval of the members or otherwise, and to settle any questions, difficulties, or doubts that may arise in this regard, and further to execute all necessary documents, applications, returns, and writings as may be necessary, proper, desirable, or expedient in this connection."

SPECIAL BUSINESS

Item No. 4 – Re-appointment of Mr. Rajeshkumar Babulal Panjari (DIN No- 00261895) as a Managing Director 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 recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the relevant provisions of the Articles of Association, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such other approval(s), permission(s) and / sanction(s) as may be necessary, approval of the members be and is hereby accorded to re-appoint Mr. Rajeshkumar Babulal Panjari (DIN No- 00261895), as the Managing Director of the Company for a period of Five (5) years, on expiry of his present term of office, with effect from 1st October, 2026, who shall not be liable to retire by rotation, on the terms and conditions as set out in the Statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said re-appointment as it may deem fit.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded for the remuneration payable to Mr. Rajeshkumar Babulal Panjari of Rs.5,00,000/- (Rupees Five Lakhs only) per month for a period of three (3) years commencing from 1st October, 2026 up to 30th September, 2029, and that he shall not be entitled to receive any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

Minimum Remuneration:

Where in any financial year during the tenure of office of the Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay salary, perquisites and other allowances as minimum remuneration in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013, as amended from time to time, subject to obtaining such approvals as may be necessary.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Rajeshkumar Babulal Panjari (DIN: 00261895), Managing Director of the Company, as approved herein, notwithstanding that the aggregate annual remuneration payable to the Executive Directors who are Promoters or members of the Promoter Group exceeds the limits specified under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to this resolution and to make such modifications as may be required by any statutory authority, provided that such modifications do not result in any increase in the remuneration approved by the Members herein.

RESOLVED FURTHER THAT the Company hereby engages the services of Ms. Isha Gupta, Practicing Company Secretary, for certification and filing of the necessary forms and returns with the Registrar of Companies (ROC) in connection with this Resolution.

RESOLVED FURTHER THAT Board of Directors (including any Committee thereof) and/or any Director and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters, and things as may be considered necessary, proper, or desirable to give effect to this resolution, without being required to seek any further consent or approval of the members or otherwise, and to settle any questions, difficulties, or doubts that may arise in this regard, and further to execute all necessary documents, applications, returns, and writings as may be necessary, proper, desirable, or expedient in this connection."

Item No. 5:- Reappointment of Mr. Jaidip Dilipkumar Simaria (DIN 02587800) as a Non-Executive Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 16(1)(b), 17(1D) and 25(2A) thereof (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Jaidip Dilipkumar Simaria (DIN: 02587800), whose present term of office expires on this AGM, who has submitted:

(i) a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(ii) his consent to act as a Director of the Company pursuant to Section 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014;

(iii) a declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;

(iv) a declaration confirming that he is not debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India or any other authority pursuant to the circulars issued by the Securities and Exchange Board of India from time to time; and

(v) in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director,

be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 23rd September, 2026 and ending on 22nd September, 2031, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Company hereby engages the services of Ms. Isha Gupta, Practising Company Secretary, for certification and filing of the necessary forms and returns with the Registrar of Companies and other statutory authorities in connection with this Resolution.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this Resolution, including filing all necessary e-forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory authorities and to settle any questions, difficulties or doubts that may arise in this regard without requiring any further approval of the Members."

Item No. 6:- <u>Appointment of Mr. Pragnesh P. Patel (DIN: 11668303) as a Non-Executive Independent Director of the Company</u>

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulations 16(1)(b), 17(1C) and 25(2A) thereof (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Pragnesh P. Patel (DIN: 11668303), who was appointed by the Board of Directors as an Additional Director (Independent Category) of the Company with effect from 11th August, 2026 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and who has submitted:

(i) a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(ii) his consent to act as a Director pursuant to Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014;

(iii) a declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;

(iv) a declaration confirming that he is not debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any other statutory authority; and

(v) in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director,

and who is eligible for appointment as a Non-Executive Independent Director of the Company, be and is hereby appointed, not liable to retire by rotation, to hold office for a first term of five (5) consecutive years commencing from 11th August, 2026 and ending on 10th August, 2031.

RESOLVED FURTHER THAT the Company hereby engages the services of Ms. Isha Gupta, Practising Company Secretary, for certification and filing of the necessary forms and returns with the Registrar of Companies and other statutory authorities in connection with this Resolution.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to this Resolution, including filing of all necessary e-forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory authorities and to settle any questions, difficulties or doubts that may arise in this regard without requiring any further approval of the Members."

Item No. 7 – Approval of Material Related Party Transactions with M/s. Amar Food Products

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and pursuant to the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to enter into, continue, modify and/or execute one or more contract(s), arrangement(s) and/or transaction(s) (whether by way of an individual transaction or a series of transactions taken together) with M/s. Amar Food Products, a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in relation to Related Party Transaction(s) as defined under Regulation 2(1)(zc) of the SEBI Listing Regulations, including but not limited to sale, purchase or supply of goods, materials, spares or equipment, rendering or availing of services and transfer of resources, services or obligations, as more particularly set out in the Explanatory Statement forming part of the Notice convening this Annual General Meeting, for an aggregate value not exceeding Rs.15,00,00,000/- (Rupees Fifteen Crores only) during the financial year 2026-27, notwithstanding that such transaction(s) may exceed the materiality threshold prescribed under Regulation 23 of the Listing Regulations, provided that such transaction(s) shall be entered into in the ordinary course of business and on an arm's length basis and on such terms and conditions as may be approved by the Audit Committee and/or the Board from time to time.

RESOLVED FURTHER THAT the Company hereby engages the services of Ms. Isha Gupta, Practising Company Secretary, for certification and filing of such forms, returns, disclosures and other documents as may be required with the Registrar of Companies, Stock Exchanges and/or other statutory authorities in connection with this Resolution.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things, including finalising, executing,

implementing and administering the contract(s), arrangement(s) and/or transaction(s), filing necessary forms, returns and disclosures, and to execute all such documents, writings and instruments as may be considered necessary, proper or expedient to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard, without requiring any further approval of the Members."

Item No. 8 – Approval of Material Related Party Transactions with M/s. Amarsagar Seafoods Private Limited

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and pursuant to the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to enter into, continue, modify and/or execute one or more contract(s), arrangement(s) and/or transaction(s) (whether by way of an individual transaction or a series of transactions taken together) with M/s. **Amarsagar Seafoods Private Limited**, a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in relation to Related Party Transaction(s) as defined under Regulation 2(1)(zc) of the SEBI Listing Regulations, including but not limited to sale, purchase or supply of goods, materials, spares or equipment, rendering or availing of services and transfer of resources, services or obligations, as more particularly set out in the Explanatory Statement forming part of the Notice convening this Annual General Meeting, for an aggregate value not exceeding Rs.15,00,00,000/- (Rupees Fifteen Crores only) during the financial year 2026-27, notwithstanding that such transaction(s) may exceed the materiality threshold prescribed under Regulation 23 of the Listing Regulations, provided that such transaction(s) shall be entered into in the ordinary course of business and on an arm's length basis and on such terms and conditions as may be approved by the Audit Committee and/or the Board from time to time.

RESOLVED FURTHER THAT the Company hereby engages the services of Ms. Isha Gupta, Practising Company Secretary, for certification and filing of such forms, returns, disclosures and other documents as may be required with the Registrar of Companies, Stock Exchanges and/or other statutory authorities in connection with this Resolution.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things, including finalising, executing,

implementing and administering the contract(s), arrangement(s) and/or transaction(s), filing necessary forms, returns and disclosures, and to execute all such documents, writings and instruments as may be considered necessary, proper or expedient to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard, without requiring any further approval of the Members."

Item No. 9 – <u>Approval of Material Related Party Transactions with M/s. Pesca Marine Products Private Limited</u>

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and pursuant to the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to enter into, continue, modify and/or execute one or more contract(s), arrangement(s) and/or transaction(s) (whether by way of an individual transaction or a series of transactions taken together) with M/s. **<u>Pesca Marine Products Private Limited</u>**, a Related Party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in relation to Related Party Transaction(s) as defined under Regulation 2(1)(zc) of the SEBI Listing Regulations, including but not limited to sale, purchase or supply of goods, materials, spares or equipment, rendering or availing of services and transfer of resources, services or obligations, as more particularly set out in the Explanatory Statement forming part of the Notice convening this Annual General Meeting, for an aggregate value not exceeding Rs.3,00,00,000/- (Rupees Three Crores only) during the financial year 2026-27, notwithstanding that such transaction(s) may exceed the materiality threshold prescribed under Regulation 23 of the Listing Regulations, provided that such transaction(s) shall be entered into in the ordinary course of business and on an arm's length basis and on such terms and conditions as may be approved by the Audit Committee and/or the Board from time to time.

RESOLVED FURTHER THAT the Company hereby engages the services of Ms. Isha Gupta, Practising Company Secretary, for certification and filing of such forms, returns, disclosures and other documents as may be required with the Registrar of Companies, Stock Exchanges and/or other statutory authorities in connection with this Resolution.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things, including finalising, executing,

implementing and administering the contract(s), arrangement(s) and/or transaction(s), filing necessary forms, returns and disclosures, and to execute all such documents, writings and instruments as may be considered necessary, proper or expedient to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard, without requiring any further approval of the Members."

By Order of the Board of Directors

Rajeshkumar Babulal Panjari
Digitally signed by Rajeshkumar Babulal Panjari
Date: 2026.08.11 19:20:52 +05'30'

Rajeshkumar Panjari
Managing Director
DIN No. 00261895

Place: Porbandar
Date: 11th August, 2026

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

Notes:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 42nd AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the registered office of the Company. (Please see instructions/ guidelines below).

2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Businesses to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company. Since this AGM is

being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes.

4. Institutional/Corporate Shareholders/Members are required to send a scanned copy (in PDF/JPG format) of certified true copy of the Board resolution/authorization letter authorising their representative to vote through remote e-voting and attend the AGM through VC/OAVM. The said certified true copy of the Board resolution/ authorization letter should be sent to the Scrutinizer by email through their respective registered email addresses to the Scrutinizer at isha@csisgupta.com with a copy marked to roc.shubhra@gmail.com and support@purvashare.com.

5. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

6. Mr. Ramkumar Babulal Panjari (DIN: 00262001), Director retiring by rotation, is interested in the Ordinary Resolution set out at Item No. 2 of this Notice relating to his re-appointment. His relatives may also be deemed to be interested in the said Resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of this Notice.

7. As required under Regulation 36 of SEBI Listing Regulation read with the applicable provisions of Secretarial Standard-2 issued by the ICSI, the relevant details of Directors retiring by rotation and/ or seeking appointment / re- appointment at the ensuing Annual General Meeting are given in the annexure to the notice of the Annual General Meeting.

8. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday 16th September, 2026 to Tuesday 22nd September, 2026 (both days inclusive).

9. The Company's Registrar and Share Transfer Agent for its Share Registry Work (physical and electronic) is Purva Sharegistry (India) Private Limited (Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai – 400011 Maharashtra)

Dispatch of Annual Report through Electronic Mode:

10. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company/

Registrar and Transfer Agent/ Depository Participants/ Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories.

Members may note that the Notice and Annual Report 2025-26 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. The AGM Notice is also disseminated on the website of Purva at https://www.evoting.purvashare.com.

11. For receiving all communication (including Annual Report) from the Company electronically: Members holding shares in dematerialized mode are requested to register / update their e-mail address with the relevant Depository Participant. Purva has provided a facility for registration/ updation of e-mail address through the link: https://www.purvashare.com/email-and-phone-updation/.

Procedure for joining the AGM through VC / OAVM:

12. The Members can join the 42nd AGM 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 AGM through VC/OAVM will be made available to at least 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 AGM without restriction on account of first come first served basis.

13. Attendance of the Members participating in the 42nd AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

14. 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), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") 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 AGM/EGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for

facilitating voting through electronic means, as the authorized e-Voting's agency and for participation in the 42nd AGM through VC/ OAVM Facility. 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/AGM will be provided by Purva.

15. Instructions for Members for remote e-voting and joining general meeting are as under:-

The remote e-voting period begins on Friday 18th September, 2026 at 09:00 a.m. (IST) and ends on Monday 21st September, 2026 at 05:00 p.m. (IST). The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by Purva for voting thereafter.

The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 15th September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 15th September, 2026. A person who is not a Shareholder/Member as on the cut-off date is requested to treat this Notice for information purposes only.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company have appointed Ms. Isha Gupta (Membership No. FCS 7605; CP No. 8160), Proprietor M/s. I S Gupta & Co., Company Secretary in Practice, as a Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.

16. How do I vote electronically using Purva e-Voting system?

i. 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 above said 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**	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration 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.
Individual Shareholders holding securities in demat mode with **NSDL**	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 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.

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 held 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.

4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store Google Play

5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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	**Helpdesk 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.comor contact at 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

ii. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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 or 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:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● 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.
Dividend Bank Details **OR** Date of Birth (DOB)	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. ● 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).

iii. After entering these details appropriately, click on "SUBMIT" tab.

iv. Shareholders holding shares in physical form will then directly reach the Company selection screen.

v. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

vi. Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.

vii. 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.

viii. Click on the "NOTICE FILE LINK" if you wish to view the Notice.

ix. 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.

x. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xi. Facility for Non – Individual Shareholders and Custodians – Remote Voting

- 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.
- 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, if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

Instructions for members for attending the AGM through VC/OAVM and E-voting during Meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Members are encouraged to join the Meeting through Laptops for better experience.

5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Members seeking any information/ desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed 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 15th September, 2026 (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.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the

meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

9. The Shareholders who have not registered themselves can put the question on the chat box available on the screen at the time of the Meeting.

10. Only those shareholders, who are present in the AGM/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/AGM.

11. If any Votes are cast by the shareholders through the e-voting available during the AGM 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.

17. Other information for Members:

a. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 42nd AGM by e-mail and holds shares as on the cut-off date i.e. Tuesday 15th September, 2026, may obtain the User ID and password by sending a request to Purva at at https://www.evoting.purvashare.com and the Company's e-mail at roc.shubhra@gmail.com. However, if you are already registered with Purva for remote eVoting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on https://www.evoting.purvashare.com.

b. 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 only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.

c. Shareholders/Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again.

18. Voting Results:

a. The Scrutinizer shall, after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign the Report.

b. Based on the Scrutinizer's Report, the result will be declared within two working days of the conclusion of the AGM and the details of result along with Scrutinizer's Report will be placed on the website of the Company at www.vistaramar.com and on the website of Purva at https://www.evoting.purvashare.com and the same will also be communicated to BSE.

c. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. 22nd September, 2026.

19. Pursuant to the MCA Circulars and SEBI Circular the Notice of the 42nd AGM and the Annual Report for the year 2025-2026 including therein the Audited Financial Statements for year 2025-2026, are being sent only by e-mail to the Members of the Company as on Wednesday 26th August, 2026.

Therefore, those Members, whose e-mail address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 42nd AGM and the Annual Report for the year 2025-2026 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

i) For Physical shareholders- please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company/ RTA email ID.

ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

iii) 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.

20. The Notice of the 42nd AGM and the Annual Report for the year 2025-26 including therein the Audited Financial Statements for the year 2025-26, will be available on the website of the Company at www.vistaramar.com

and the website of BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. https://evoting.purvashare.com/. Any member/s requiring the hard copy of Annual Report may write to us at roc.shubhra@gmail.com or send a duly signed request in original at the registered office of the Company.

21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice and explanatory statement will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to roc.shubhra@gmail.com.

22. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. No unpaid dividend was required to be transferred to IEPF Authority in the FY 2025-26.

23. As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred/ traded only in dematerialized mode. Members holding shares in physical mode are advised to avail the facility of dematerialization.

24. Members are advised to exercise diligence and obtain statement of holdings periodically from the concerned Depository Participant and verify the holdings from time to time.

Norms for finishing of PAN, KYC, Bank details and Nomination:

25. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode.
SEBI has introduced Form ISR-1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.

    In terms of the aforesaid SEBI Circular, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.

26. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, any new transfer, transmission or transposition requests for securities shall be processed in demat/ electronic form only.

    Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/ electronic form to get inherent benefits of dematerialization.

27. Members may please note that listed companies are mandated to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR–4 & ISR–5, as the case maybe.

28. Non-Resident Indian Members are requested to inform RTA immediately of:

    (a) Change in their residential status on return to India for permanent settlement.

    (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

Dispute Resolution

29. SEBI has introduced a Common Online Dispute Resolution Portal ("ODR Portal"), whereby the existing dispute resolution mechanism in the Indian securities market is being streamlined under the aegis of Stock Exchanges and Depositories (collectively referred to as Market Infrastructure Institutions (MIIs), by expanding their scope and by establishing a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market.

    Pursuant to SEBI circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal named "SMART ODR" can be accessed through the URL: https://smatodr.in/login

Special Window for lodgement of physical share transfer requests

30. Pursuant to SEBI Circulars dated July 2, 2025 and January 6, 2026 read with SEBI Master Circular issued to RTAs dated February 6, 2026,

Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, retuned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer of shares under this window will be credited only in dematerialized form and will carry a one-year lock in period from the date of transfer registration. Members are requested to contact the Company or the RTA for assistance in this regard.

Simplification of procedure for Issuance of Duplicate Share Certificate

31. The SEBI Circular dated December 24, 2025 has simplified the framework for issuance of duplicate share certificates and related procedures. The documentation requirements have been standardized as below:

    (i) Value Up to Rs. 10,000: Undertaking on plain paper (no notarization required)
    (ii) Value Above Rs. 10,000 and up to Rs. 10 lakh: Single Affidavit-cum-Indemnity Bond
    (iii) Value Above Rs. 10 lakh: Affidavit-cum-Indemnity Bond along with FIR/Police Complaint and Newspaper Advertisement.

    Further, Letter of Confirmation ('LOC') will not be issued effective April 2, 2026 and shares will be credited directly to the shareholder's demat account by the Company/RTA, subject to due diligence. Shareholders are requested to provide a Client Master List not older than two months, duly attested by their DPs. Any LOC issued before April 2, 2026, may be submitted by the shareholders to DP for dematerialization within 120 days from the date of issuance of LOC.

Consolidation of Share Certificates

32. Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated shares will be issued in dematerialized form only.

33. All aforesaid documents/ requests should be submitted to M/s. Vistar Amar Limited, at the address mentioned below:

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

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022- 31998810.

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 or contact at 022-49614132 and 022- 31998810.

34. Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Institute of Company Secretaries of India) is as follow:

(i)

Name of the Director	Rajeshkumar Babulal Panjari
Director Identification Number (DIN)	00261895
Date of Birth	01/02/1967
Nationality	Indian
Date of Appointment on Board	31/03/2021
Qualification	B. Com
Brief Profile and nature of their expertise in specific functional areas	Mr. Rajeshkumar Babulal Panjari, Managing Director of the Company has over 33 years of experience in the seafood industry and possesses extensive knowledge of the seafood industry, including procurement, processing, exports, quality control, marketing and overall business operations. He has played a pivotal role in stabilizing operations, introducing best practices in management, enhancing corporate governance standards, and leading the Company through a volatile and competitive industry landscape. His continued leadership is vital to sustaining momentum across key verticals, including new business development, stakeholder management and innovation.

Terms and Conditions of Appointment	Re-appointed as Managing Director of the Company, not liable to retire by rotation
Number of Board Meetings attended during the year	5
Shareholding of Director	2,01,600
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL
Relation between Directors inter-se	Mr. Rajeshkumar Babulal Panjari is brother of Ramkumar Babulal Panjari who is Executive Director and CFO of the Company
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/ 2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/ 24 dated 20th June, 2018.	Mr. Rajeshkumar Babulal Panjari is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

ii)

Name of the Director	Ramkumar Babulal Panjari
Director Identification Number (DIN)	00262001
Date of Birth	16/11/1971
Nationality	Indian
Date of Appointment on Board	26/06/2016
Qualification	B. Com
Brief Profile and nature of their expertise in specific functional areas	Mr. Ramkumar Babulal Panjari, Executive Director and Chief Financial Officer of the Company, has extensive experience in the seafood industry and possesses strong expertise in finance, international marketing, business operations, regulatory compliance and strategic management. He has successfully managed businesses

	across various sectors including seafood processing, poly net manufacturing and wire rope manufacturing. The Company operates in a highly competitive and complex business environment where sound financial management and strategic leadership are critical for sustainable growth. The dual role of Executive Director cum CFO entrusted to Mr. Ramkumar Babulal Panjari requires a rare combination of strategic vision, financial acumen, regulatory compliance expertise, and operational leadership. His responsibilities extend beyond typical CFO functions to encompass broader executive decision-making that directly impacts the Company's performance, risk management, stakeholder relations, and compliance with evolving regulatory frameworks. These roles demand significant professional competence, experience, and commitment.
Terms and Conditions of Appointment	Re-appointed as Executive Director of the Company, liable to retire by rotation
Number of Board Meetings attended during the year	5
Shareholding of Director	2,01,600
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL
Relation between Directors inter-se	Mr. Ramkumar Babulal Panjari is brother of Mr. Rajeshkumar Babulal Panjari who is the Managing Director of the Company

Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/ 2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/ 24 dated 20th June, 2018.	Mr. Ramkumar Babulal Panjari is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

iii)

Name of the Director	Jaidip Dilipkumar Simaria
Director Identification Number (DIN)	02587800
Date of Birth	17/08/1970
Nationality	Indian
Date of Appointment on Board	23/08/2021
Qualification	B Com
Brief Profile and nature of their expertise in specific functional areas	Mr. Jaidip Dilipkumar Simaria has to his credit total 36 years of experience in the Various Domestic and International businesses including Food and he is fully aware about all updates in Business environment. He is being actively involved in Family Business of Dairy Products, Property Development and Leasing, Retail Stores of Renowned Brands like Pantaloon, Adidas etc (9 Years), Cold Storage and Sourcing Head for Mango Pulp for UK Brand Rubicon (5 Years) and Rubicon Beverages Pvt Ltd. (2013 to 2021) Last 17 year Mr Jaidip Simaria was(is) in the Hospitality sector as the CEO and Director for Sandalwood Resorts Pvt Ltd Goa (2009 to 2022) And Partner with Melhor Hospitallity LLP (2023 Onwards till date) He is fully equipped with all parameters of Business and his area of specialization is fund management, timely and up to date liaison with government departments, stake holders, labour management, defining marketing strategy etc.

	His communication skill is excellent and therefore all stake holders in business associate of the company are well attended and taken care by him.
Terms and Conditions of Appointment	Re-appointed as Non-Executive Independent Director of the Company for the 2nd term of 5 years, not liable to retire by rotation
Number of Board Meetings attended during the year	5
Shareholding of Director	49278 shares
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL
Relation between Directors inter-se	NA
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/ 2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/ 24 dated 20th June, 2018.	Mr. Jaidip Dilipkumar Simaria is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

iv)

Name of the Director	Mr. Pragnesh Prahladbhai Patel
Director Identification Number (DIN)	11668303
Date of Birth	12/10/1985
Nationality	Indian
Date of Appointment on Board	11/08/2026
Qualification	Bachelor of homoeopathic medicine and surgery
Brief Profile and nature of their expertise in specific functional areas	Dr. Pragnesh Patel, holds a Bachelor of Homoeopathic Medicine and Surgery (BHMS) degree and is a qualified Homeopathic Medical Practitioner. He has been engaged in the practice of

	homeopathic medicine for over 15 years and possesses extensive experience in clinical practice, healthcare administration, regulatory compliance, and management of medical establishments. Through his professional practice, he has acquired experience in financial planning, budgeting, resource management, and operational oversight. His analytical approach, ethical standards, and administrative capabilities are expected to contribute effectively to the Board's deliberations on governance, risk management, compliance, and strategic decision-making.
Terms and Conditions of Appointment	Appointed as Non-Executive Independent Director of the Company for the 1st term of 5 years, not liable to retire by rotation
Number of Board Meetings attended during the year	NIL
Shareholding of Director	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL
Relation between Directors inter-se	NA
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/ 2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/ 24 dated 20th June, 2018.	Mr. Pragnesh Prahladbhai Patel is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

By Order of the Board of Directors

Rajeshkumar Babulal Panjari
Digitally signed by Rajeshkumar Babulal Panjari
Date: 2026.08.11 19:21:29 +05'30'

Rajeshkumar Panjari
Managing Director
DIN No. 00261895

Place: Porbandar
Date: 11th August, 2026

Registered Office:
Survey No. 1943, Mangalkunj,

Railway Station Road,
Opp Balashram, Porbandar,
Gujarat – 360575

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Special Business:

ITEM NO. 4: Re-appointment of Mr. Rajeshkumar Babulal Panjari (DIN No-00261895) as a Managing Director of the Company

The Members of the Company had approved the appointment of Mr. Rajesh Babulal Panjari (DIN: 00261895) as the Managing Director of the Company for a period of five (5) years commencing from 1st October, 2021, which is due to expire on 30th September, 2026.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on 11th August, 2026, approved the re-appointment of Mr. Rajeshkumar Babulal Panjari as the Managing Director of the Company for a period of five (5) years with effect from 1st October, 2026 and also approved the managerial remuneration payable to him of Rs.5,00,000/- per month with effect from 1st October, 2026 for a period of three (3) years together with such perquisites and commission as set out in the Resolution, subject to the approval of the Members.

The Board of Directors is of the opinion that the continued association of Mr. Rajeshkumar Babulal Panjari as Managing Director is in the best interests of the Company. Considering his extensive industry experience, leadership, contribution towards the growth of the Company, operational expertise and strategic vision, the Board believes that his re-appointment and the proposed remuneration are appropriate, fair and commensurate with his responsibilities and recommends the Special Resolution for approval of the Members.

Although the Company has reported profits during the financial year ended 31st March, 2026, approval is also being sought under Schedule V to the Companies Act, 2013 so that the approved remuneration shall remain payable in the event the Company has no profits or inadequate profits during any financial year falling within the tenure of his appointment. This ensures continuity in rewarding key management personnel, while maintaining compliance with legal thresholds in situations where accounting profits may not reflect the underlying performance of the business.

Further, since the aggregate annual remuneration payable to the Executive Directors who are Promoters or members of the Promoter Group exceeds the limits specified under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members by way of Special Resolution is also being sought.

The disclosures as required under Section II of Part II of Schedule V to the Companies Act, 2013 are as follows:

I) **General Information:**

- **Nature of Industry:** The Company is engaged in the business of processing and trading of fish and fish meal.
- **Date or Expected date of Commencement of Commercial Production: -** Commencement of Sale of Fish w.e.f. 01st May, 2019 and Sale of Fish Meal w.e.f. 25th August, 2019
- In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus: - NA
- Financial Performance based on given indicators

  The brief statement indicating our profit related figures is given below:

(Rs. in '000)

Particulars	**2025-2026 (Rs.)**	**2024-2025 (Rs.)**	**2023-2024 (Rs.)**
Total Income	15,86,217	2,71,085	7,41,099
Less: Expenditure and Depreciation	14,60,317	2,84,958	6,91,534
Extraordinary Items	0	0	0
Prior Period Items	0	0	0
Profit Before Tax (PBT)	1,25,900	(13,873)	49,566
Less: Tax	35,478	0	12,800
Previous Year Tax	(390)	386	0
Deferred Tax	(2661)	467	(317)
Profit After Tax (PAT)	93,473	(14,727)	37,083

- Foreign Investments or collaborations, if any : NIL

II) **Information about the Managing Director:**

Sr. No.	Particulars	Rajeshkumar Babulal Panjari
1.	Background details	Mr. Rajeshkumar Babulal Panjari is one of the Promoters and has been serving as the Managing Director of the Company having over 33 years of experience in the seafood industry.

2.	Past Remuneration Amount (Rs.)	2025-2026 - Managerial remuneration - Rs.60,00,000/- per annum
3.	Recognition or awards	NIL
4.	Job profile and his suitability	Mr. Rajesh Babulal Panjari has been responsible for providing strategic direction and overall management of the affairs of the Company. Under his leadership, the Company has strengthened its operational capabilities, improved business efficiencies, expanded market opportunities and enhanced corporate governance standards. Considering his extensive industry knowledge, leadership qualities and continued contribution towards the growth of the Company, the Board considers him eminently suitable for re-appointment as the Managing Director.
5.	Proposed Remuneration	Same, which is Rs.5,00,000/- (Rupees Five Lakhs only) per month together with perquisites, commission and other benefits as set out in the Resolution.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with the size, nature and complexity of the Company's business, the responsibilities entrusted to him and the remuneration prevailing for similar positions in comparable companies. It also reflects a performance-linked and responsibly structured pay policy that balances the interests of shareholders with the need to retain and motivate leadership talent critical to long-term corporate success.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Rajesh Babulal Panjari is the Promoter and Managing Director of the Company and holds 2,01,600 Equity Shares in the Company. He is the brother of Mr. Ram Babulal Panjari, Executive Director and Chief Financial Officer of the Company. Except as stated above and the remuneration payable to him as Managing Director, he

		has no other pecuniary relationship with the Company.

III) Other Information:

1.	Reason of loss or inadequate profits	The Company has earned profits during the financial year ended 31st March, 2026. However, approval is also being sought under Schedule V to enable payment of remuneration in the event of inadequacy or absence of profits during any financial year falling within the tenure of appointment.
2.	Steps taken or proposed to be taken for improvement	The Company continues to focus on operational efficiencies, capacity optimisation, cost control measures, expansion of customer base and strengthening of its market presence.
3.	Expected increase in productivity and profits in measurable terms	The Company expects improvement in capacity utilization, reduction in processing wastage, and better cost efficiency. These measures are likely to enhance overall profitability and contribute to steady revenue growth in the coming year.

The Resolution set out at Item No. 4 read together with this Explanatory Statement shall constitute the written memorandum setting out the terms of re-appointment and remuneration of Mr. Rajeshkumar Babulal Panjari as the Managing Director of the Company for the purposes of Section 190 of the Companies Act, 2013.

The aforesaid memorandum together with the relevant documents referred to in this Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) up to the date of the Annual General Meeting and shall also be available for inspection at the Meeting.

Accordingly, pursuant to Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends the Special Resolution set out at Item No. 4 for approval of the Members.

Except Mr. Rajeshkumar Babulal Panjari, Managing Director, Mr. Ramkumar Babulal Panjari, Executive Director and Chief Financial Officer, being his brother, and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice.

Item No.5: Reappointment of Mr. Jaidip Dilipkumar Simaria (DIN 02587800) as a Non-Executive Independent Director

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), inter alia, prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's report.

Mr. Jaidip Dilipkumar Simaria (DIN 02587800) was appointed as Independent Directors on the Board of the Company pursuant to Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He holds the office as Independent Directors of the Company up to the date of ensuing Annual General Meeting ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Independent Directors and their respective consents, has recommended reappointment of Mr. Jaidip Dilipkumar Simaria for a second term as Independent Director on the Board of the Company to hold office for five consecutive years upto 21st September, 2031.

The Board, based on the performance evaluation of Independent Directors and as recommended by the Nomination and Remuneration Committee, also considers that, given their background, experience and substantial contributions made by him during his tenure, the continued association of Mr. Jaidip Dilipkumar Simaria would be beneficial to the Company and it is desirable to continue availing his services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Jaidip Dilipkumar Simaria as Independent Directors of the Company, not liable to retire by rotation.

The Company has received notices in writing from Mr. Jaidip Dilipkumar Simaria under Section 160 of the Act proposing his candidature for the office of Independent Directors of the Company.

The Company has also received from Mr. Jaidip Dilipkumar Simaria (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration to the effect that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules thereunder and under the Listing Regulations.

The Company has also received confirmation from Mr. Jaidip Dilipkumar Simaria that he has complied with the requirements relating to registration in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs in accordance with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board of Directors, based on its evaluation, is of the opinion that Mr. Jaidip Dilipkumar Simaria fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that he is independent of the Company's management. He also possesses appropriate skills, experience and knowledge required for discharge of their duties as Independent Directors.

Accordingly, the Board recommends the Item No. 5 as set out in Notice of AGM in relation to re-appointment of Mr. Jaidip Dilipkumar Simaria as a Non-Executive Independent Director, for the approval by the Shareholders of the Company.

All documents concerning this item are available for inspection at the Registered Office of the Company from 11 A.M. to 1 P.M. on all working days till the date of the forthcoming Annual General Meeting of shareholders.

Mr. Jaidip Dilipkumar Simaria is interested in the resolutions set out respectively at Item No. 5 of the Notice with regard to his re-appointment. Relatives of Mr. Jaidip Dilipkumar Simaria may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve Special Resolution set forth at Item No. 5 of the Notice.

Item No. 6: Appointment of Mr. Pragnesh P. Patel (DIN: 11668303) as a Non-Executive Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on **11th August, 2026**, appointed **Mr. Pragnesh P. Patel (DIN: 11668303)** as an Additional Director (Independent Category) of the Company with effect from **11th August, 2026** pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company. He holds office as an Additional Director up to the date of the ensuing Annual General Meeting. The Board has further approved his appointment as a **Non-Executive Independent Director** of the Company for a first term of five (5) consecutive years commencing from **11th August, 2026** and ending on **10th August, 2031**, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Board of Directors is of the opinion that Mr. Pragnesh P. Patel possesses the requisite integrity, qualifications, skills, expertise and experience, and that his appointment as an Independent Director would be in the best interests of the Company. Considering his professional experience, knowledge and independent judgment, the Board believes that his association would strengthen the governance framework of the Company and contribute significantly to the deliberations of the Board.

The Company has received from Mr. Pragnesh P. Patel:

(i) his consent to act as a Director of the Company pursuant to Section 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014;

(ii) a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations");

(iii) a declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;

(iv) a declaration confirming that he is not debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any other statutory authority;

(v) a notice in writing under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director of the Company;

(vi) a confirmation that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and

(vii) confirmation that he has complied with the requirements relating to registration in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs in accordance with the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board of Directors is of the opinion that Mr. Pragnesh P. Patel fulfils the conditions specified in the Companies Act, 2013, the Rules made thereunder and the SEBI Listing Regulations for appointment as an Independent Director of the Company and is independent of the management of the Company. The Board is also satisfied that he possesses the integrity, expertise, experience and proficiency required to effectively discharge the duties and responsibilities of an Independent Director.

Mr. Pragnesh P. Patel is not related to any Director or Key Managerial Personnel of the Company.

The additional information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, relating to the appointment of Mr. Pragnesh P. Patel as a Non-Executive Independent Director, is provided in the Annexure forming part of this Notice.

The relevant documents referred to in this Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) up to the date of the Annual General Meeting and shall also be available for inspection at the Meeting.

Accordingly, pursuant to Regulation 17(11) of the SEBI Listing Regulations, the Board recommends the **Special Resolution** set out at Item No. 6 for approval of the Members.

Except Mr. Pragnesh P. Patel, whose appointment is proposed, and his relatives, to the extent of their shareholding, if any, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the accompanying Notice.

Item No. 7, 8 and 9

Approval of Material Related Party Transactions with M/s. Amar Food Products, M/s. Amarsagar Seafoods Private Limited and M/s. Pesca Marine Products Private Limited

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed ₹1,000 crore or 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements, whichever is lower. All Material Related Party Transactions require prior approval of the Members by way of an Ordinary Resolution, irrespective of whether such transactions are in the ordinary course of business or at arm's length.

The Company, in the ordinary course of its business, enters into transactions with **M/s. Amar Food Products**, **M/s. Amarsagar Seafoods Private Limited** and **M/s. Pesca Marine Products Private Limited,** which are Related Parties of the Company within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations. Such transactions primarily comprise purchase and sale of goods and services, reimbursement of expenses and other operational transactions undertaken in the ordinary course of business and on an arm's length basis.

Based on the estimated business requirements of the Company for the financial year 2026-27, the aggregate value of the proposed transactions with each of the aforesaid Related Parties may exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations. Accordingly, prior approval of the Members is being sought for the proposed Material Related Party Transactions.

The Audit Committee has reviewed the rationale, commercial terms, pricing mechanism and arm's length nature of the proposed transactions and, being satisfied that the proposed transactions are in the ordinary course of business and in the interest of the Company, has approved the same. The Board of Directors, at its Meeting held on **11th August, 2026**, after considering the recommendation of the Audit Committee, approved the proposed Material Related Party Transactions and recommends the same for approval of the Members.

The proposed transactions are commercially expedient and operationally necessary for the Company's business. These arrangements facilitate uninterrupted procurement and supply of goods and services, ensure continuity of business operations, improve operational efficiencies, optimise utilisation of resources and strengthen long-term business relationships. The proposed transactions will continue to be undertaken on an arm's length basis and in the ordinary course of business.

The proposed annual limits have been estimated based on the Company's projected business requirements, expected transaction volumes and prevailing market conditions. The actual value of transactions may vary depending upon the business requirements during the financial year; however, the aggregate value of transactions with each Related Party shall not exceed the limits approved by the Members.

The details of the proposed Material Related Party Transactions, together with the information required under Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular bearing reference No. **SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024**, are set out below:

Sr. No	Description	Details		
1.	Summary of information provided by the management to the Audit Committee for approval of the proposed RPTs			
a.	Name of the Related Party and its relationship with the Company or its	M/s. Amar Food Products	M/s. Amarsagar Seafoods Private Limited	M/s. Pesca Marine Products Private Limited

	subsidiary, including nature of its concern or interest (financial or otherwise)			
b.	Type, material terms, monetary value and particulars of contracts or arrangement/Tenure	The Company and M/s. Amar Food Products have entered into/ propose to enter into the following RPTs during the FY 2026-27 for an aggregate value not exceeding Rs. 15,00,00,000/-: • Purchase of goods/ services • Sale of goods/ services including reimbursement of expenses	The Company and Amarsagar Seafoods Private Limited have entered into/ propose to enter into the following RPTs during the FY 2026-27 for an aggregate value not exceeding Rs. 15,00,00,000/-: • Purchase of goods/ services • Sale of goods/ services including reimbursement of expenses	The Company and Pesca Marine Products Private Limited have entered into/ propose to enter into the following RPTs during the FY 2026-27 for an aggregate value not exceeding Rs. 3,00,00,000/-: • Purchase of goods/ services • Sale of goods/ services including reimbursement of expenses
c.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	56% (based on Company's Turnover for FY 24-25)	56% (based on Company's Turnover for FY 24-25)	11% (based on Company's Turnover for FY 24-25)
2.	Justification for the proposed RPTs	The Company collaborates closely with these entities to achieve its business objectives. The proposed transactions—including the purchase and sale of goods and services—are conducted in the ordinary course of business and on an arm's length basis. These	The Company collaborates closely with these entities to achieve its business objectives. The proposed transactions—including the purchase and sale of goods and services—are conducted in the ordinary course of business and on an arm's length basis. These	The Company collaborates closely with these entities to achieve its business objectives. The proposed transactions—including the purchase and sale of goods and services—are conducted in the ordinary course of business and on an arm's length basis. These

		arrangements will not only streamline business operations for both parties but also ensure a consistent supply of the required quality and quantity of goods and services. This will support uninterrupted operations, enhance productivity, and contribute to Vistar's overall synergy and long-term sustainability.	arrangements will not only streamline business operations for both parties but also ensure a consistent supply of the required quality and quantity of goods and services. This will support uninterrupted operations, enhance productivity, and contribute to Vistar's overall synergy and long-term sustainability.	arrangements will not only streamline business operations for both parties but also ensure a consistent supply of the required quality and quantity of goods and services. This will support uninterrupted operations, enhance productivity, and contribute to Vistar's overall synergy and long-term sustainability.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its Subsidiary	Not Applicable	Not Applicable	Not Applicable
a.	Details of source of funds in connection with the proposed transaction	Not Applicable	Not Applicable	Not Applicable
b.	Where any financial indebtedness is incurred to make or give loan, inter-corporate deposits, advances or investments: - Nature of indebtedness - Cost of funds - Tenure	Not Applicable	Not Applicable	Not Applicable
C.	Applicable terms, including covenants, tenure, interest rate and	Not Applicable	Not Applicable	Not Applicable

	repayment schedule, whether secured or unsecured; if secured, the nature of security			
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable	Not Applicable	Not Applicable
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Transactions are at Arm's length pricing. The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. In the case of reimbursements / recoveries, same would be basis actual cost incurred.	Transactions are at Arm's length pricing. The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. In the case of reimbursements / recoveries, same would be basis actual cost incurred.	Transactions are at Arm's length pricing. The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. In the case of reimbursements / recoveries, same would be basis actual cost incurred.

5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr. Rajeshkumar Babulal Panjari, Managing Director and Mr. Ramkumar Babulal Panjari, Executive Director are Partners in M/s. Amar Food Products	Mr. Rajeshkumar Babulal Panjari, Managing Director and Mr. Ramkumar Babulal Panjari, Executive Director are Members in M/s. Amarsagar Seafoods Private Limited	Mr. Rajeshkumar Babulal Panjari, Managing Director and Mr. Ramkumar Babulal Panjari, Executive Director are Members in M/s. Pesca Marine Products Private Limited
6.	Details of transactions entered into by the Company with the Related Parties during the last three Financial Years: (Rs. in 000')			
a.	FY 2025-26			
	Sale of goods/ services including reimbursement of expenses	NIL	NIL	NIL
	Purchase of goods/ services	Rs.85,725/-	Rs.87,879/-	Rs.1,911
b.	FY 2024-25			
	Sale of goods/ services including reimbursement of expenses	NIL	NIL	NIL
	Purchase of goods/ services	Rs.11,852/-	Rs.14,314/-	Rs.836/-
b.	FY 2023-24			
	Sale of goods/ services including reimbursement of expenses	NIL	NIL	NIL
	Purchase of goods/ services	NIL	Rs.60/-	Rs.9,777/-

Transactions entered into/to be entered into by the Company with the aforesaid Material Related Parties during April 1, 2026 till September 22, 2026 (AGM date) will be well within the threshold limits of Material Related Party Transactions pursuant to the SEBI Listing Regulations.

The pricing for all proposed transactions shall be determined on an arm's length basis having regard to the prevailing market conditions and accepted commercial practices. The Audit Committee shall periodically review the transactions to ensure continued compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

Accordingly, pursuant to Regulation 23 of the SEBI Listing Regulations, the Board recommends the **Ordinary Resolutions** set out at Item Nos. **7, 8 and 9** of the accompanying Notice for approval of the Members.

Except **Mr. Rajeshkumar Babulal Panjari**, Managing Director, **Mr. Ramkumar Babulal Panjari**, Executive Director & Chief Financial Officer, and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at Item Nos**. 7, 8 and 9** of the accompanying Notice.

Members may note that, in terms of Regulation 23 of the SEBI Listing Regulations, **all Related Parties shall abstain from voting** on the Ordinary Resolutions set out at Item Nos.**7, 8 and 9**, irrespective of whether such Related Party is a party to the particular transaction or not.

By Order of the Board of Directors

Rajeshkumar Babulal Panjari

Digitally signed by Rajeshkumar Babulal Panjari
Date: 2026.08.11 19:21:56 +05'30'

Rajeshkumar Panjari
Managing Director
DIN No. 00261895

Place: Porbandar
Date: 11th August, 2026

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