

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

Date: 13-08-2025

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

Ref: Security Code No.: 538565

Subject: Submission of Notice of 41st Annual General Meeting

Dear Sir,

We are submitting herewith copy of Notice of 41st Annual General Meeting of Vistar Amar Limited for the Year 2024-2025.

You are requested to take on record the aforesaid information.

Thanking You,

Yours Faithfully,
For Vistar Amar Limited

Poonam Mor
Company Secretary and Compliance Officer

Vistar Amar Limited

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 41st Annual General Meeting of the Members of **VISTAR AMAR LIMITED** will be held on Tuesday, 16th September, 2025 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, 2025 and the reports of the Board of Directors and Auditors thereon.

Item No. 2 – Appointment of Mr. Ramesh Ishwarlal Upadhyay (DIN No. 07087829) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Ramesh Ishwarlal Upadhyay (DIN No. 07087829), 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 2025-26

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

“**RESOLVED THAT**, in accordance with the provisions of Section 142 of the Companies Act, 2013, the remuneration of Rs.4,00,000/- (Rupees Four Lakhs only) to Messrs. S A R A & Associates, Chartered Accountants (Registration No. 120927W), Statutory Auditors of the Company, for conducting Audit of Accounts of the Company for the financial year 2025-26, for conducting quarterly Limited Review during the financial year 2025-26 and for taxation matters, payable in one or more installments plus GST as applicable, and reimbursement of out-of-pocket expenses 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 the Board or the Company Secretary be and is 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 – Approval of remuneration to Mr. Rajeshkumar Babulal Panjari (DIN NO 00261895), Managing Director

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 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), and Schedule V of the said Act, the approval of the Members be and is hereby accorded to pay managerial remuneration of **Rs.5,00,000/- (Rupees Five Lakhs only) per month** to **Mr. Rajeshkumar Babulal Panjari (DIN: 00261895)**, Managing Director, with effect from **April 1, 2025** until the expiry of his current term on **30th September, 2026**, on the terms and conditions as set out in the explanatory statement annexed to the notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof), be and is hereby authorised to approve the remuneration as they may deem fit and proper from time to time on recommendation of Nomination and Remuneration Committee so that remuneration payable shall not exceed the permissible limits specified under Section 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Rajeshkumar Babulal Panjari shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

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 the Board or the Company Secretary be and is 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 – Approval of remuneration to Mr. Ramkumar Babulal Panjari (DIN NO 00262001), Executive Director and CFO

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 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the said Act (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the approval of the Members be and is hereby accorded to pay managerial remuneration of Rs.7,00,000/- (Rupees Seven Lakhs only) per month to Mr. Ramkumar Babulal Panjari (DIN: 00262001), Executive Director and CFO of the Company, for a period of 3 years commencing from April 1, 2025, on such terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof), be and is hereby authorised to approve the remuneration as they may deem fit and proper from time to time on recommendation of Nomination and Remuneration Committee so that remuneration payable shall not exceed the permissible limits specified under Section 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Ramkumar Babulal Panjari shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

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 the Board or the Company Secretary be and is 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. 6:- Appointment of Ms. Chandni Gopal Khudai (DIN: 11202979) as a Non-Executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and 160, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force], and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Chandni Gopal Khudai (DIN: 11202979), who qualifies for being appointed as an Independent Director and has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations, and in respect of whom a notice in writing under Section 160 of the Act, proposing her candidature for the office of Director has been received in the prescribed manner, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a first term of 5 (five) consecutive years, effective from 1st October, 2025 to 30th September, 2030, and whose office shall not be liable to retire by rotation.

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 the Board or the Company Secretary be and is 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. 7 – Approval for appointment of Secretarial Auditor

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 204 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other provisions as applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), and as

per the recommendation of Board of Directors of the Company, the approval of the Members be and is hereby accorded for appointment of M/s I S Gupta & Co., a firm of Practicing Company Secretaries as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive financial years at a remuneration to be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws.

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 the Board or the Company Secretary be and is 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. 8 – To approve material related party transactions under section 188 of the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 **Section 188 and other applicable provisions, if any, of the Companies Act, 2013**, read with the relevant rules made thereunder, and **Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**, including any statutory modifications, amendments or re-enactments thereof for the time being in force, the Company’s Policy on Related Party Transactions and based on the approval of Audit Committee and Board of Directors of the Company, the 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 include any Committee of Directors constituted or to be constituted to exercise the powers conferred by this resolution), to enter into and/ or to execute and/ or to continue to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) with M/s. Amar Food Products and a **related party transactions** within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale, purchase, or supply of goods, materials, spares or equipment; rendering/availing of any services, and transfer of any resources, services or obligations, as more particularly set out at Item no.8 in the explanatory statement annexed to the Notice convening this Meeting. (“Related Party Transactions”), up to an aggregate amount of Rs.15,00,00,000/- during FY

2025-26, notwithstanding that such transactions may exceed the threshold limits specified under the Listing Regulations and Act from time to time, on such terms and conditions as the Audit Committee and/or Board of Directors may deem fit, in the normal course of business and on arm's length basis.

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 the Board or the Company Secretary be and is 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. 9 – To approve material related party transactions under section 188 of the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 **Section 188 and other applicable provisions, if any, of the Companies Act, 2013**, read with the relevant rules made thereunder, and **Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**, including any statutory modifications, amendments or re-enactments thereof for the time being in force, the Company’s Policy on Related Party Transactions and based on the approval of Audit Committee and Board of Directors of the Company, the 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 include any Committee of Directors constituted or to be constituted to exercise the powers conferred by this resolution), to enter into and/ or to execute and/ or to continue to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) with M/s. Amarsagar Seafoods Private Limited and a **related party transactions** within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for sale, purchase, or supply of goods, materials, spares or equipment; rendering/availing of any services, and transfer of any resources, services or obligations, as more particularly set out at Item no. 9 in the explanatory statement annexed to the Notice convening this Meeting. (“Related Party Transactions”), up to an aggregate amount of Rs.15,00,00,000/- during FY 2025-26, notwithstanding that such transactions may exceed the threshold limits specified under the Listing Regulations and Act from time to time, on such terms and conditions as the Audit Committee and/or Board of Directors may deem fit, in the normal course of business and on arm's length basis.

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 the Board or the Company Secretary be and is 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.”

By Order of the Board of Directors

Place: Porbandar
Date: 13th August, 2025

Rajeshkumar Panjari
Managing Director
DIN No. 00261895

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India setting out the material facts in respect of the special businesses are annexed herewith and forms part of this Notice.
2. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD1/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, Companies are permitted to send official documents/ Annual Reports to their Shareholders/ Members electronically.
3. In accordance with the provisions of the Act and Ministry of Corporate Affairs (MCA), the General Circular No. 20/2020 dated 05th May, 2020 read with all other relevant circulars issued from time to time by MCA including General Circular No. 09/2024 dated September 19, 2024 (“MCA Circulars”) and Securities and Exchange Board of India Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with all other relevant circulars issued from time to time by

the SEBI including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 (“SEBI Circulars”), it is permitted to hold General Meetings through VC/ OAVM, without the physical presence of the Shareholders/ Members at a common venue. In compliance with the provisions of the Companies Act, 2013, MCA Circulars and SEBI Circulars, the 41st AGM of the Company is being held through VC/OAVM (please see instructions/ guidelines below).

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and relevant MCA Circulars and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Shareholders/ Members in respect of the business to be transacted at the AGM. For this purpose, the Company has taken services of Purva Shareregistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a Shareholders/ Members using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Purva.
5. The Shareholders/ Members can join the 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 Shareholders/ Members on first come first served basis.

This will not include large Shareholders/ Members (Shareholders/ Members 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.

6. 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. The instructions for remote e-voting by Shareholders/ Members holding shares in dematerialized mode and for Shareholders/Members who have not registered their email address is provided in the e-voting section, which forms part of this Notice. The attendance of the Shareholders/Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. A Shareholders/Members entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a Shareholders/Members. Since the AGM is being held through VC/OAVM, physical attendance of

Shareholders/Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders/Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. 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.

8. 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.
9. In line with the MCA Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.vistaramar.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited ("BSE") at www.bseindia.com. The AGM Notice is also disseminated on the website of Purva at [https:// www.evoting.purvashare.com](https://www.evoting.purvashare.com).
10. In terms of the MCA and SEBI Circulars, physical attendance of the Members to the AGM venue is not required and General Meeting be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
11. In compliance with the aforesaid MCA Circulars, Notice of the AGM and Annual Report as well as the web-link for joining the meeting is being sent only through electronic mode to those Shareholders/Members whose email addresses are registered with the Company.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Shareholders/ Members, without any fee, from the date of circulation of this Notice up to the date of AGM. The Shareholders/ Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at roc.shubhra@gmail.com.
13. 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), 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.

14. For registration of email id for obtaining Annual Report and User ID/ password for e-voting use the link <http://www.purvashare.com/email-and-phone-updation/> or can register their email address, in respect of their demat holding with their respective DP's.
15. All documents referred to in the Notice will be open for inspection through electronic mode. Shareholders/ Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at roc.shubhra@gmail.com.
16. Shareholders/Members holding shares as on cut-off date, i.e., Tuesday 9th September, 2025, may cast their votes electronically. A Shareholder/Member will not be allowed to vote again on any resolution on which his/her vote has already been cast. The voting rights of Shareholders/Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Shareholder/Member as on the cut-off date is requested to treat this Notice for information purposes only.
17. Shareholders/Members who have acquired shares after the dispatch of this Notice and before the cut-off date may approach the Company/ Purva for issuance of User ID and Password for exercising their votes by electronic means.
18. SEBI vide its Circular dated 25th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
19. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
20. In accordance with the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”), read with clarification/ guidance note on applicability of Secretarial Standards – 2, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed to be the venue of the AGM.
21. 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)
22. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for

- voting by electronic means. Instructions and other information relating to e-voting are given in this Notice for information.
23. To prevent fraudulent transactions, members are advised to exercise due diligence and notify any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
24. As required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) 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.
25. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday 10th September, 2025 to Tuesday 16th September, 2025 (both days inclusive).
26. 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 9th September, 2025 (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.
27. 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.

VOTING RESULTS:

1. The Scrutinizer shall, after the conclusion of the AGM, electronically submit the Consolidated Scrutinizer's Report (i.e. votes cast through Remote e-voting and e-voting during AGM) of the total votes cast in favour or against the resolution and invalid votes, to the Chairman of the AGM or to any other person authorised by the Chairman of the Company.

2. 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.vistamar.com and on the website of Purva at <https://www.evoting.purvashare.com> and the same will also be communicated to BSE.
3. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. 16th September, 2025.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company provides to the Shareholders/Members the facility of exercising their right to cast vote(s) at the AGM by electronic means and the businesses may be transacted through e-voting services.
28. The remote e-voting period begins on **Saturday 13th September, 2025 at 09:00 a.m. (IST)** and ends on **Monday 15th September, 2025 at 05:00 p.m. (IST)** During this period shareholders/ Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on **Tuesday 9th September, 2025** may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
29. The facility for electronic voting system, shall also be made available at the AGM. The Shareholders/ Members attending the AGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights at the AGM. The Shareholders/Members who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.
30. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **Tuesday 9th September, 2025**, only shall be entitled to avail the facility of e-voting.
31. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, on e-Voting facility provided by Listed Companies, Individual Shareholders/Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders/Members are advised to update

their mobile number and email Id in their demat accounts in order to access e-Voting facility

32. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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	<ol style="list-style-type: none"><li data-bbox="440 1354 1438 1629">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/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.<li data-bbox="440 1677 1438 1864">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/myeasi/Registration/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.nsd.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.nsd.com>. Select "Register Online for IDeAS" "Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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

	<p>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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

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.co or 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

33. 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● 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).

34. After entering these details appropriately, click on “SUBMIT” tab.
35. Shareholders holding shares in physical form will then directly reach the Company selection screen.
36. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
37. Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
38. 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.
39. Click on the “NOTICE FILE LINK” if you wish to view the Notice.
40. 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.
41. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

42. 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 SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

43. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.
44. 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.
45. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
46. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
47. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
48. 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.
49. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** i.e. Tuesday 9th September, 2025 mentioning their name, demat account number/folio number, email id, mobile number at roc.shubhra@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at

roc.shubhra@gmail.com. These queries will be replied to by the company suitably by email.

50. 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.
51. 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.
52. Only those shareholders, who are present in the AGM 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 AGM.
53. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

54. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
55. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
56. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

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

- 57.** 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	Ramesh Ishwarlal Upadhyay
Director Identification Number (DIN)	07087829
Date of Birth	04/05/1966
Nationality	Indian
Date of Appointment on Board	On 30/05/2016, appointed as Non-Executive Independent Director. On 31/03/2018, resigned as Non-Executive Independent Director and appointed as Non-Executive Director
Qualification	B. Com
Brief Profile and nature of their expertise in specific functional areas	Mr. Ramesh Ishwarlal Upadhyay, Non-Executive Director is a commerce graduate from Mumbai University. He has a vast experience in Exports and Real Estate related activities. He is in the business from last 3 decades. He has an expertise of export procedures and general business administration.
Shareholding of Director	82,000
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. Ramesh Ishwarlal Upadhyay is not debarred from holding the office of director by virtue of any SEBI order or any other such authority
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ii)

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	<p>Mr. Rajeshkumar Babulal Panjari, Managing Director of the Company has to his credit total 32 years of experience in the business itself (Seafood Industries) and he is fully aware about all the parameters of the industry.</p> <p>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.</p>
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

iii)

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	<p>Mr. Ramkumar Babulal Panjari, Executive Director and CFO of the Company, hails from the family of Entrepreneurs and has a completed his Management Studies. He handles successfully various businesses across different business verticals like Seafood Processing, Poly Net Manufacturing, and Wire Rope Manufacturing etc. Also he actively engaged himself in International Marketing, experimenting Value Added Products, By Products and New Production/Processing Techniques etc.</p> <p>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.</p> <p>His responsibilities extend beyond typical CFO functions to encompass broader executive decision-making that directly impacts the Company's performance, risk management,</p>

	stakeholder relations, and compliance with evolving regulatory frameworks. These roles demand significant professional competence, experience, and commitment.
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

iv)

Name of the Director	Chandni Gopal Khudai
Director Identification Number (DIN)	11202979
Date of Birth	14/06/1993
Nationality	Indian
Date of Appointment on Board	Not Applicable Proposed appointment w.e.f. 1 st October, 2025
Qualification	Master's degree in Computer Applications
Brief Profile and nature of their expertise in specific functional areas	Chandni Gopal Khudai, proposed Non-Executive Independent Director of the Company, is a qualified professional with a Master's degree in Computer Applications and over 8 years of experience in the IT sector, with a focus on system development, process improvement, and solution implementation. Known for strong analytical skills, strategic thinking,

	and effective communication. Demonstrates leadership, adaptability, and a collaborative approach, with the ability to contribute meaningfully to governance, compliance, and technology-driven decision-making at the board level. Committed to ethical practices and long-term value creation.
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	No Relationship with other Directors
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.	Ms. Chandni Gopal Khudai 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 Panjari
Managing Director
DIN No. 00261895

Place: Porbandar
Date: 13th August, 2025

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: Approval of remuneration to Mr. Rajeshkumar Babulal Panjari (DIN NO 00261895), Managing Director

Mr. Rajeshkumar Babulal Panjari is currently serving as the **Managing Director** of the Company, appointed by the Board of Directors and approved by the Members at the Annual General Meeting held on 21st September, 2021. His appointment is for a period of 5 years commencing from 1st October, 2021.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 13th August, 2025, has approved the payment of managerial remuneration of Rs.5,00,00/- per month to Mr. Rajeshkumar Babulal Panjari, Managing Director effective from **April 1, 2025**.

As the Company may have no or inadequate profits during one or more financial years, the proposed remuneration may exceed the limits specified under Section 197 of the Companies Act, 2013. In such cases, Schedule V provides an enabling provision for payment of remuneration subject to shareholder approval by way of a Special Resolution. 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.

The Disclosure as prescribed in Schedule V- of the Companies Act, 2013 is as follows:

I) General Information:

- o **Nature of Industry:** The Company operates in the Fish Segment
- o **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
- o In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus: - NA
- o Financial Performance based on given indicators

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

(Rs. in '000)

Particulars	2024-2025	2023-2024	2022-2023
	(Rs.)	(Rs.)	(Rs.)

Total Income	2,71,085	7,41,099	6,41,825
Less: Expenditure and Depreciation	2,84,958	6,91,534	5,99,495
Extraordinary Items	0	0	0
Prior Period Items	0	0	0
Profit Before Tax (PBT)	(13,873)	49,566	42,330
Less: Tax	0	12,800	10,835
Previous Year Tax	287	0	23
Deferred Tax	467	(317)	(180)
Profit After Tax (PAT)	(14,727)	37,083	31,651

- o Foreign Investments or collaborations, if any : NIL

II) Information about the Managing Director:

Sr. No.	Particulars	Rajeshkumar Babulal Panjari
1.	Background detail	Mr. Rajeshkumar Babulal Panjari is one of the Promoters and Managing Director of the Company
2.	Past Remuneration Amount (Rs.)	NIL
3.	Recognition or awards	NIL
4.	Job profile and his suitability	<p>Mr. Rajeshkumar Babulal Panjari, Managing Director of the Company has to his credit total 32 years of experience in the business itself (Seafood Industries) and he is fully aware about all the parameters of the industry.</p> <p>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.</p>

5.	Remuneration proposed	Rs.5,00,000/- p.m.						
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 modest in comparison to prevailing industry practices for companies of similar size and complexity. 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	<p>He is promoter of the Company and holds 2,01,600 Equity Shares of the Company. His relation with the managerial personnel is described as under:-</p> <table border="1"> <thead> <tr> <th>Name of the other Director</th> <th>Relation</th> </tr> </thead> <tbody> <tr> <td>Ramkumar Babulal Panjari</td> <td>Brother</td> </tr> <tr> <td></td> <td></td> </tr> </tbody> </table>	Name of the other Director	Relation	Ramkumar Babulal Panjari	Brother		
Name of the other Director	Relation							
Ramkumar Babulal Panjari	Brother							

III) Other Information:

1.	Reason of loss or inadequate profits	The Company had inadequate profits primarily due to a steep increase in raw material procurement costs, higher fuel and energy expenses for processing, and investments made in upgrading plant and machinery to meet food safety and export standards.
2.	Steps taken or proposed to be taken for improvement	The Company is focusing on improving production efficiency, reducing wastage, and expanding its customer base.
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.
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Accordingly, in the interest of good governance and statutory compliance, the Board recommends the resolution set forth in Item No. 4 relating to approval and proposed managerial remuneration payable to Mr. Rajeshkumar Babulal Panjari, by way of Special Resolution.

Except Mr. Rajeshkumar Babulal Panjari, Managing Director and his brother Mr. Ramkumar Babulal Panjari, Executive Director and CFO and their relatives, none of the Directors, Promoters, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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. 4 of the Notice.

ITEM NO.5: Approval of remuneration to Mr. Ramkumar Babulal Panjari (DIN NO 00262001), Executive Director and CFO

Mr. Ramkumar Babulal Panjari (DIN NO. 00262001) was initially appointed as the **Executive Director** of the Company by the Board of Directors on 26th June, 2016, as recommended by the Nomination and Remuneration Committee. Subsequently, he was assigned additional responsibility as the **Chief Financial Officer (CFO)** of the Company, for which he has been receiving a salary.

At its meeting held on 13th August, 2025, the Board of Directors approved a managerial remuneration of Rs.7,00,000/- per month for Mr. Ramkumar Babulal Panjari, for his roles as Executive Director and CFO, effective from April 1, 2025. This remuneration replaces the earlier separate salary paid for the CFO role and reflects his overall contribution and responsibilities across both positions.

As the Company may have no or inadequate profits during one or more financial years, the proposed remuneration may exceed the limits specified under Section 197 of the Companies Act, 2013. In such cases, Schedule V provides an enabling provision for payment of remuneration subject to shareholder approval by way of a Special Resolution. 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.

The Disclosure as prescribed in Schedule V- of the Companies Act, 2013 is as follows:

I) General Information:

- a. **Nature of Industry:** The Company operates in the Fish Segment.
- b. **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
- c. In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus: - NA
- d. Financial Performance based on given indicators

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

(Rs. in '000)

Particulars	2024-2025	2023-2024	2022-2023
	(Rs.)	(Rs.)	(Rs.)
Total Income	2,71,085	7,41,099	6,41,825
Less: Expenditure and Depreciation	2,84,958	6,91,534	5,99,495
Extraordinary Items	0	0	0
Prior Period Items	0	0	0
Profit Before Tax (PBT)	(13,873)	49,566	42,330
Less: Tax	0	12,800	10,835
Previous Year Tax	287	0	23
Deferred Tax	467	(317)	(180)
Profit After Tax (PAT)	(14,727)	37,083	31,651

- e. Foreign Investments or collaborations, if any : NIL

II) Information about the Executive Director:

Sr. No.	Particulars	Ramkumar Babulal Panjari	
1.	Background detail	Mr. Ramkumar Babulal Panjari is one of the Promoters Executive Director and CFO of the Company	
2.	Past Remuneration Amount (Rs.)	As a CFO he was receiving a salary as given below:	
		2022-2023	Rs.3,00,000/-

		2023-2024	Rs.3,00,000/-
		2024-2025	Rs.3,00,000/-
3.	Recognition or awards	NIL	
4.	Job profile and his suitability	<p>Mr. Ramkumar Babulal Panjari, Executive Director and CFO of the Company, hails from the family of Entrepreneurs and has a completed his Management Studies. He handles successfully various businesses across different business verticals like Seafood Processing, Poly Net Manufacturing, and Wire Rope Manufacturing etc. Also he actively engaged himself in International Marketing, experimenting Value Added Products, By Products and New Production/Processing Techniques etc.</p> <p>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.</p> <p>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.</p>	
5.	Remuneration proposed	Rs.7,00,000/- p.m.	
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 managerial remuneration is consistent with industry standards for executives managing combined leadership and financial roles in companies of similar size and sector. It balances the need for fiscal prudence with the necessity to attract and retain top talent critical for the Company's continued growth and governance excellence.	

7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>He is promoter of the Company and holds 2,01,600 Equity Shares of the Company. His relation with the managerial personnel is described as under:-</p> <table border="1"> <thead> <tr> <th>Name of the other Director</th> <th>Relation</th> </tr> </thead> <tbody> <tr> <td>Rajeshkumar Babulal Panjari</td> <td>Brother</td> </tr> <tr> <td></td> <td></td> </tr> </tbody> </table>	Name of the other Director	Relation	Rajeshkumar Babulal Panjari	Brother		
Name of the other Director	Relation							
Rajeshkumar Babulal Panjari	Brother							

III) Other Information:

1.	Reason of loss or inadequate profits	The Company had inadequate profits primarily due to a steep increase in raw material procurement costs, higher fuel and energy expenses for processing, and investments made in upgrading plant and machinery to meet food safety and export standards.
2.	Steps taken or proposed to be taken for improvement	The Company is focusing on improving production efficiency, reducing wastage, and expanding its customer base.
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.

Accordingly, in the interest of good governance and statutory compliance, the Board recommends the resolution set forth in Item No. 5 relating to approval and proposed managerial remuneration payable to Mr. Ramkumar Babulal Panjari, by way of Special Resolution.

Except Mr. Ramkumar Babulal Panjari, Executive Director, his brother Mr. Rajeshkumar Babulal Panjari, Managing Director and their relatives, none

of the Directors, Promoters, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

Keeping in view of vast experience of Ms. Chandni Gopal Khudai (DIN No. 11202979) and to utilise the same in the best interest of the Company, based on the recommendations of the Nomination and Remuneration Committee and the Board in its Meeting held on 13th August, 2025, it is recommended to the Members to appoint Ms. Chandni Gopal Khudai (DIN No. 11202979) as a Non-Executive Independent Director of the Company, in accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 (the Act), for a first term of 5 (Five) years w.e.f. 1st October, 2025 to 30th September, 2030. In the opinion of the Board, Ms. Chandni Gopal Khudai is a person of integrity and independence. She fulfils the conditions specified under the Act read with Rules thereunder and the SEBI LODR Regulations for her appointment as Non-Executive Independent Director on the Board of the Company.

In terms of extant provisions of the Act, the Company has received the following consent/declaration in respect of appointment of Ms. Chandni Gopal Khudai:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 (1) and (2) of the Act,
- (iii) A declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations.
- (iv) Letter received from Ms. Chandni Gopal Khudai proposing her candidature for the office of a Director in the Company pursuant to section 160(1) of the Act.

Ms. Chandni Gopal Khudai has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge her duty as an Independent Director of the Company. She has also confirmed that she is not debarred from holding the office of a director by virtue of any Order passed by SEBI or any such authority. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act. She has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA).

The proposed appointee is not related to any Director on the Board of the Company.

The additional information for appointment of Ms. Chandni Gopal Khudai, as Non-Executive Independent Director as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards are provided as part of Notice.

Documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company as per applicable law.

Accordingly, the Board recommends Ordinary Resolution as set out at item no. 6 of the Notice with regard to appointment of Ms. Chandni Gopal Khudai as a Non-Executive Independent Director for term of five consecutive years commencing from 1st October, 2025.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 7

Pursuant to the amended provisions of Regulation 24A of the SEBI (LODR) Regulations, 2015 and provisions of Section 204 of the Companies Act, 2013, the Board of Directors, at their meeting held on 30th May, 2025 considered and recommended to the Shareholders of the Company for their approval, the appointment of M/s. I S Gupta & Co., as a Secretarial Auditors of the Company to conduct the Secretarial audit of the Company for a term of 5 (five) consecutive financial years (from 01 April, 2025 to 31 March, 2030), to hold the office from conclusion of 41st Annual General Meeting (“AGM”) till the conclusion of 46th AGM of the Company to be held in the year 2030 on following terms and conditions:

a. Term of appointment: 5 Years w.e.f. 01st April, 2025 to 31st March, 2030.

b. Proposed Remuneration: 4,50,000/- (Rupees Four Lakhs Fifty Thousand only) plus applicable taxes and out of pocket expenses, if any, in connection with the secretarial audit for Financial Year ending 31 March, 2026 and for subsequent year(s) of their term, such fee as determined by the Board and Secretarial Auditors. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above.

c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations with regard to the full time of partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed

resolution. The Board recommends the passing of the resolution as set out at Item No. 7 as an ordinary resolution.

The Board recommends this resolution for your approval.

Item No. 8 and 9

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

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') a transactions 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, exceeds 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. All Material Related Party Transactions shall require prior approval of the Members, even if the transactions are in the ordinary course of business and at an arm's length basis.

The Company deals with M/s. Amar Food Products and M/s. Amarsagar Seafoods Private Limited in the ordinary course of business and on an arm's length basis for various operational transactions.

The estimated value of the contract(s) / arrangement(s) / agreements(s) / transaction(s) of the Company with M/s. Amar Food Products and M/s. Amarsagar Seafoods Private Limited in terms of the 'Related Party Transactions' under Regulation 2(1)(zc) of the SEBI Listing Regulations may exceed the threshold of Material Related Party Transactions within the meaning of Regulation 23 of the SEBI Listing Regulations.

The maximum annual value of the proposed transactions with M/s. Amar Food Products and M/s. Amarsagar Seafoods Private Limited as mentioned in the table hereunder, has been estimated based on the prevailing market prices in the current financial year. Members may please note that the Company has been undertaking such transactions of similar nature in the previous financial years with M/s. Amar Food Products and M/s. Amarsagar Seafoods Private Limited, in the ordinary course of business and on an arm's length basis. During the current financial year, the Company has obtained the requisite approval from the Audit Committee as per the requirements of the applicable laws.

Considering the quantum of transactions and the extended framework for related party transactions under the amended SEBI Listing Regulations, approval of the Members is sought as per the requirements of Regulation 23 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2022/40 dated 30th March 2022, for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 ('SEBI Circulars').

Details of the proposed RPTs between the Company and M/s. Amar Food Products and M/s. Amarsagar Seafoods Private Limited, including the information pursuant to Section III-B of SEBI Master circular bearing reference number SEBI/HO/CFD/PoD2/CIR/P/0155, dated 11 November 2024 read with 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 subsidiary, including nature of its concern or interest (financial or otherwise)	M/s. Amar Food Products	M/s. Amarsagar Seafoods Private Limited
b.	Type, material terms, monetary value and particulars of contracts or arrangement/Tenure	<p>The Company and M/s. Amar Food Products have entered into/propose to enter into the following RPTs during the FY 2025-26 for an aggregate value not exceeding Rs. 15,00,00,000/-:</p> <ul style="list-style-type: none"> • Purchase of goods/ services • Sale of goods/ services including reimbursement of expenses 	<p>The Company and Amarsagar Seafoods Private Limited have entered into/propose to enter into the following RPTs during the FY 2025-26 for an aggregate value not exceeding Rs. 15,00,00,000/-:</p> <ul style="list-style-type: none"> • 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.	21% (based on Company's Turnover for FY 23-24)	21% (based on Company's Turnover for FY 23-24)
		56% (based on Company's Turnover for FY 24-25)	56% (based on Company's Turnover for FY 24-25)
2.	Justification for the proposed RPTs	The Company collaborates closely with these entities to	The Company collaborates closely with these entities

		<p>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.</p>	<p>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.</p>
3.	<p>Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its Subsidiary</p>	Not Applicable	Not Applicable
a.	<p>Details of source of funds in connection with the proposed transaction</p>	Not Applicable	Not Applicable
b.	<p>Where any financial indebtedness is incurred to make or give loan, inter-corporate deposits, advances or investments:</p>	Not Applicable	Not Applicable

	<ul style="list-style-type: none"> - Nature of indebtedness - Cost of funds - Tenure 		
C.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable	Not Applicable
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
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	<p>Transactions are at Arm's length pricing.</p> <p>The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle.</p> <p>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.</p> <p>In the case of reimbursements / recoveries, same would be basis actual cost incurred.</p>	<p>Transactions are at Arm's length pricing.</p> <p>The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle.</p> <p>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.</p> <p>In the case of reimbursements / recoveries, same would be basis actual cost incurred.</p>

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
6.	Details of transactions entered into by the Company with the Related Parties during the last three Financial Years: (Rs. in 000')		
a.	FY 2024-25		
	Sale of goods/ services including reimbursement of expenses	NIL	NIL
	Purchase of goods/ services	Rs.11,852/-	Rs.14,314/-
b.	FY 2023-24		
	Sale of goods/ services including reimbursement of expenses	NIL	NIL
	Purchase of goods/ services	NIL	Rs.60/-
b.	FY 2022-23		
	Sale of goods/ services including reimbursement of expenses	NIL	NIL
	Purchase of goods/ services	NIL	Rs.60/-

Transactions entered into/to be entered into by the Company with the aforesaid Material Related Parties during April 1, 2025 till September 16, 2025 (AGM date) will be well within the threshold limits of Material Related Party Transactions pursuant to the SEBI Listing Regulations.

In accordance with the provisions of Regulation 23 of the SEBI Listing Regulations, consent of the members is sought for passing an Ordinary Resolution as set out at Item Nos. 8 and 9 respectively of the Notice for approval of MRPTs.

The Board recommends the Ordinary Resolutions set out at Item Nos. 8 and 9 respectively of the Notice for approval by the members.

Except Mr. Rajeshkumar Babulal Panjari, Managing Director, his brother Mr. Ramkumar Babulal Panjari, Executive Director and CFO and their relatives, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolutions.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve Ordinary Resolutions set forth at Item Nos. 8 and 9 of the Notice.

By Order of the Board of Directors

Place: Porbandar
Date: 13th August, 2025

Rajeshkumar Panjari
Managing Director
DIN No. 00261895

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