

# Vistar Amar Limited

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

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

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

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

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Date:15-01-2025

To,  
**BSE Limited**  
Phiroze Jeejeeboy Towers  
Dalal Street, Fort,  
Mumbai- 400 001  
Scrip Code: 538565  
Scrip ID: VISTARAMAR

Dear Sir/Madam,

**Sub.: Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

This is to inform you that the Board of Directors of Vistar Amar Limited ("the Company"), at its meeting held on Wednesday 15<sup>th</sup> January, 2025 through video conference, has, *interalia*, on the recommendation of Audit Committee, approved the proposal(s) to acquire the Amar sterilised fish meal Unit located at Porbandar, Gujarat, owned by Amar Polyfils Private Limited, the Promoter Group of this Company, on a 'slump sale' basis (as defined under Section 2(42C) of the Income-tax Act, 1961) as a 'going concern' for an aggregate lump-sum purchase consideration of Rs. 1550 Lakhs, financed from the Right Issue proceeds, as detailed in the Letter of Offer dated 02<sup>nd</sup> December, 2024.

The details, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, for the aforesaid transaction, are provided in "Annexure A".

The Board meeting commenced at 03:00 p.m. and concluded at 03:08 p.m.

You are requested to take the same on records.

Thanking you,

Yours faithfully,

**For Vistar Amar Limited**

**Rajeshkumar Babulal Panjari**  
**Managing Director**  
**(DIN NO. 00261895)**

Encl: as above

**Annexure A**

<b>Sr. No.</b>	<b>Disclosure</b>	<b>Information</b>
<u>1</u>	Name of the target entity, details in brief such as size, turnover etc.;	<p>Not applicable as no entity is being acquired.</p> <p>The proposed transaction involves the acquisition and purchase of Amar sterilised fish meal Unit located at Porbandar, Gujarat, owned by Amar Polyfils Private Limited (“seller”), a Promoter Group of Vistar Amar Limited, on a ‘slump sale’ basis (as defined under Section 2(42C) of the Income-tax Act, 1961) (“Slump Sale”) as a ‘going concern’ in accordance with the terms and conditions set forth in the binding offer letter, business transfer agreement, and other documentation/agreements executed or to be executed in this regard (collectively, the “Definitive Agreements”), subject to approval/ ratification by the shareholders, other statutory and/or regulatory approvals (if any), and/or third-party approval(s)/consent(s) (if any)</p> <p>During the financial year 2023-2024, the turnover of the aforesaid business was Rs. 8872.58 Lakhs.</p>
<u>2</u>	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	<p>The transaction is a material related party transaction, as the Seller is a Promoter Group entity of M/s. Vistar Amar Limited and is a Related Party as defined under Section 2(76) of the Companies Act, 2013, and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“SEBI Listing Regulations”).</p> <p>The Transaction will be conducted at arm’s length, based on an independent valuation report.</p> <p>The Transaction has been approved by the Audit Committee and the Board of Directors of the Company. The Company will seek shareholder ratification for this transaction under Section 188 of the Companies Act, 2013, as required to be obtained within a period of 3 months from the date of the transaction.</p>
<u>3</u>	Industry to which the entity being acquired belongs	<p>No entity is being acquired.</p> <p>The Seller is, <i>inter-alia</i>, in the business of the fish meal manufacturing</p>

<u>4</u>	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The acquisition enables the Company to expand its footprint in its line of business. It also facilitates the consolidation of similar businesses operated by entities within the same group into a single entity, which fosters operational synergies, brand building, and rapid scaling of business operations.
<u>5</u>	Brief details of any governmental or regulatory approvals required for the acquisition	The Transaction may be subject to approval/ratification by the shareholders, other statutory and/or regulatory approvals (if any), and/or third-party approval(s)/consent(s) (if any), as outlined in the Definitive Agreements executed or to be executed from time to time.
<u>6</u>	Indicative time period for completion of the acquisition	The Transaction is expected to be completed on or before 31 <sup>st</sup> January, 2025 and is subject to the fulfilment of the conditions precedent as agreed between the parties, as well as the receipt of requisite regulatory, statutory and other approvals/consents, as may be required.
<u>7</u>	Nature of consideration - whether cash consideration or share swap and details of the same	Cash consideration from the Right Issue proceed
<u>8</u>	Cost of acquisition	The total lump-sum purchase consideration for the Transaction is Rs. 1550 Lakhs.
<u>9</u>	Percentage of shareholding / control acquired and / or number of shares acquired	Not applicable as no acquisition of control/shares/voting rights is being contemplated.
<u>10</u>	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	Not applicable as no entity acquisition is envisaged.