

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 27th Annual General Meeting of the Members of M/s Vista Pharmaceuticals Limited will be held on Monday, the 06th day of August, 2018 at 10.30 A.M at the Registered office of the Company i.e., Plot Nos. 10 to 14 and 16 to 20 TSIC Industrial Estate, Gopalaipalli Village, Narketpally Mandal, Nalgonda District- 508254, Telangana to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the year ended 31st March, 2018 along with Notes, Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Mallem Hanumantha Rao, who retires by rotation and being eligible, offers himself for re-appointment.
3. To Appoint M/s. Mahesh, Virender & Sriram, Chartered Accountants (Firm Registration No. 001939S) as Statutory Auditors of the Company.

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 Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Board, M/s. Mahesh, Virender & Sriram, (Firm Registration No. 001939S), Chartered Accountants, Hyderabad be and are hereby appointed as Statutory Auditors of the Company for the financial year 2017-18 to fill the casual vacancy caused by the resignation of M/s. V. Kishore Kumar & Associates (Firm Registration No: 013975S) Chartered Accountants, Hyderabad."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 139 and 142 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors, the Company hereby appoint M/s. Mahesh, Virender & Sriram, Chartered Accountants

(Firm Registration No. 001939S), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 31st Annual General Meeting to be held for the financial year 2021-2022, on such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. 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 Section 152, 161(1) and any other applicable provisions of the companies Act, 2013, read with Companies (Appointment and qualification of Directors) Rules, 2014, subject to the statutory modification(s) or re-enactment thereof for time being in force and subject to the enabling provisions of the Articles of Association of the Company, consent of the Members of the Company be and hereby accorded to regularise the appointment of Dr. Umesh Virupakah Banakar (DIN No: 08074091) as Director of the Company, who was appointed as additional Director of the Company with effect from 24th February, 2018.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. 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, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Dr. Umesh Virupakah Banakar (DIN No: 08074091), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive

years commencing from 10.05.2018, not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. 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 Section 152, 161(1) and any other applicable provisions of the companies Act, 2013, read with Companies (Appointment and qualification of Directors) Rules, 2014, subject to the statutory modification(s) or re-enactment thereof for time being in force and subject to the enabling provisions of the Articles of Association of the Company, consent of the Members of the Company be and hereby accorded to regularise the appointment of Ms. Divya Bhavani Chakravarthula (DIN No: 08074187) as Director of the Company, who was appointed as additional Director of the Company with effect from 24th February, 2018.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. 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, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Ms. Divya Bhavani Chakravarthula (DIN No: 08074187), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 24.02.2018, not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. 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 Section 152, 161(1) and any other applicable provisions of the companies Act, 2013, read with Companies (Appointment and qualification of Directors) Rules, 2014, subject to the statutory modification(s) or re-enactment thereof for time being in force and subject to the enabling provisions of the Articles of Association of the Company, consent of the Members of the Company be and hereby accorded to regularise the appointment of Mr. Anand Chittajallu (DIN No: 05280486) as Director of the Company, who was appointed as additional Director of the Company with effect from 22nd March, 2018.

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

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with rules thereunder (including any statutory modifications, or re-enactments thereof for time being in force) and pursuant to the provisions of the Articles of Association of the Company and such other approval(s), permission(s) and sanction(s) as may be necessary, approval of the shareholders of the Company 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 borrow for and on behalf of the Company, from time to time, any sum or sums of monies, from any one or more of the Company’s bankers and/or from any one or more other banks, persons, firms, companies/body corporates, financial institutions, institutional investor(s) and/or any other entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance, deposits, loans, or bill discounting, issue of debentures, commercial papers, long or short term loan(s), syndicated loans, either in rupees and/or such other foreign currencies as may be permitted by law from time to time,

and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties (whether movable or immovable, present or future) and all or any of the undertaking of the Company, stock-in-process or debts, for the purpose of the Company's business, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed, at any time, the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves which are not set apart for any specific purposes, provided that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed INR 30,00,00,000/- (Rupees Thirty Crores Only)."

"RESOLVED FURTHER THAT in connection with the aforesaid, the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

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

"RESOLVED THAT consent of shareholders of the company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the

aggregate indebtedness secured by the assets of the Company does not exceed Rs. 30,00,00,000 (Rupees Thirty Crores only) at any time."

"RESOLVED FURTHER THAT in connection with the aforesaid, the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

By order of the Board
For VISTA PHARMACEUTICALS LIMITED

Place: Hyderabad
Date: 29.06.2018

Sd/-
N.V.Chalapathi Rao
Wholetime Director
DIN No: 03270178

Notes

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. The relevant details of the Directors seeking appointment and re-appointment under the accompanying Notice, as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith. The Directors have furnished the requisite declarations for their appointment/re-appointment.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days' notice in writing is given to the Company
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. Any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/ her as a candidate for that office not less than 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000 (Rupees One Lakh).
11. Members holding shares in dematerialized form (electronic form) are requested to intimate any changes in their respective addresses, bank mandates etc., directly to their respective Depository Participants
12. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that

service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following: info@arthiconsultants.com

13. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
14. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to the members to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote E-Voting platform provided by CDSL.
15. The Company is also providing the facility for voting by way of physical ballot at the Annual General Meeting. Ms. Kritika Sharma, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the Ballot process at the Annual General Meeting in a fair and transparent manner.
16. The facility for voting through ballot paper shall be made available at AGM and members attending the meeting and who have not cast their vote by remote e- voting shall be able to exercise their right at the meeting through the ballot paper.
17. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
18. 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, 29.07.2018.
19. Members as on 29.07.2018 only shall be entitled to avail the facility of remote e-voting.
20. The instructions for Remote E-Voting are as under:
 - i. The voting period begins at 9.00 A.M. on 03rd August, 2018 and ends at 5.00 P.M. on 05th August, 2018. During these period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 29th July, 2018 (End of Day) may cast their vote electronically. The Remote E-Voting module shall be disabled by CDSL for voting thereafter.
 - ii. The shareholders should log on to the Remote E - Voting website www.evotingindia.com during the voting period.
 - iii. Click on the "Shareholders" tab.
 - iv. Now select the "VISTA PHARMACEUTICALS LIMITED" from the drop down menu and click on "SUBMIT".
 - v. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - vi. Next enter the Image Verification as displayed and Click on Login
 - vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form 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"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>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 (iv).</p>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- xii. Click on EVSN of VISTA PHARMACEUTICALS LIMITED on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non – Individual Shareholders and Custodians

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. 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.
- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. 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. Note for Institutional Shareholders
21. In case you have any queries or issues regarding, you may refer the Frequently Asked Questions ("FAQ's") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
- I. The Scrutinizers shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- II. The results shall be declared on or after the AGM of the Company. The results along with the Scrutinizer's Report shall be placed on the Company's website <http://www.vistapharmaceuticals.com//> and on the website of Aarthy Consultants Private Limited. Within two (2) days of passing of the resolutions at the AGM of the Company and be communicated to the Stock Exchanges.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
23. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form

By order of the Board
For VISTA PHARMACEUTICALS LIMITED

Sd/-

Place: Hyderabad
Date: 29.06.2018

N.V.Chalapathi Rao
Wholetime Director
DIN No: 03270178

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 3 to 10 of the accompanying Notice dated 29/06/2018.

ITEM NO. 3

In terms of Section 139 of the Companies Act, 2013 and the rules made thereunder, M/s. Mahesh, Virender & Sriram, Chartered Accountants, was appointed as statutory auditors of the company by the Board at their meeting held on 10.05.2018, to fill the casual vacancy caused due to resignation of M/s. V. Kishore Kumar & associates, as statutory auditors of the company.

In Compliance with the provisions of Section 139 (8) of the Companies Act, 2013, if the casual vacancy caused is as a result of the resignation of an auditor, then such appointment shall also be approved by the company in general meeting within 3 months of the recommendation of the Board.

M/s. Mahesh, Virender & Sriram, Chartered Accountants have signified their willingness for appointment and accordingly Board recommends the appointment of M/s. Mahesh, Virender & Sriram, Chartered Accountants, as Statutory Auditors of the Company, who confirmed their eligibility under Section 139(1) of the Companies Act, 2013 for a period of 5 years.

The Audit Committee and the Board recommends the appointment of M/s. Mahesh, Virender & Sriram, Chartered Accountants as Statutory Auditors of the Company for the financial year 2017-18 and for a further period of 4 years commencing from this financial year.

Your Board recommends the resolution at set out in Item No. 3 for approval of the members as Ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

ITEM NO. 4

Dr. Umesh Virupakah Banakar (DIN No: 08074091) who was appointed as additional Director of the Company with effect from 24th February, 2018 by the Board of Directors under Section 161 of the Act and Article 94 of the Company's Articles of Association.

In terms of Section 161(1) of the Act, Dr. Umesh Virupakah Banakar, holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director.

The Directors are of the view that the appointment of Dr. Umesh Virupakah Banakar, as Director will be beneficial to the operations of the Company and hence said resolution is being placed before the members for their approval.

Except Dr. Umesh Virupakah Banakar, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

ITEM NO: 5

Dr. Umesh Virupakah Banakar, is the existing Non-Executive Director of the Company who is eligible to be appointed as Independent Director of the Company. In terms of Section 149 and other applicable provisions of Companies Act, 2013, an independent director shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

Dr. Umesh Virupakah Banakar, non-executive director of the Company, have given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Dr. Umesh Virupakah Banakar, Director fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment Dr. Umesh Virupakah Banakar, as Independent Director is now being placed before the Members for their approval.

Dr. Umesh Virupakah Banakar, being eligible and offering himself for appointment as Independent Director, is proposed to be appointed as Independent Directors for five (5) consecutive years commencing from 10.05.2018.

A brief profile of the Independent Directors to be appointed is given below:

Your Board recommends the resolution at set out in Item No. 5 for approval of the members as Ordinary resolution.

Except Dr. Umesh Virupakah Banakar, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

ITEM NO. 6

Ms. Divya Bhavani Chakravarthula (DIN No: 08074187) who was appointed as additional Director of the Company with effect from 24th February, 2018 by the Board of Directors under Section 161 of the Act and Article 94 of the Company's Articles of Association.

In terms of Section 161(1) of the Act, Ms. Divya Bhavani Chakravarthula, holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director.

The Directors are of the view that the appointment of Ms. Divya Bhavani Chakravarthula, as Director will be beneficial to the operations of the Company and hence said resolution is being placed before the members for their approval.

Except Ms. Divya Bhavani Chakravarthula, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

ITEM NO: 7

Ms. Divya Bhavani Chakravarthula, is the existing Non-Executive Director of the Company who is eligible to be appointed as Independent Director of the Company. In terms of Section 149 and other applicable provisions of Companies Act, 2013, the independent director shall be appointed for not

more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

Ms. Divya Bhavani Chakravarthula, non-executive Director of the Company, have given a declaration to the Board that he meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Ms. Divya Bhavani Chakravarthula, Director fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment Ms. Divya Bhavani Chakravarthula, Director as Independent Director is now being placed before the Members for their approval.

Ms. Divya Bhavani Chakravarthula, being eligible and offering herself for appointment as Independent Director, is proposed to be appointed as Independent Director for five (5) consecutive years commencing from 24.02.2018.

A brief profile of the Independent Director to be appointed is given below:

Your Board recommends the resolution at set out in Item No. 7 for approval of the members as Ordinary resolution.

Except Ms. Divya Bhavani Chakravarthula, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

ITEM NO. 8

Mr. Anand Chittajallu (DIN No: 05280486) who was appointed as additional Director of the Company with effect from 22nd March, 2018 by the Board of Directors under Section 161 of the Act and Article 94 of the Company's Articles of Association. In terms of Section 161(1) of the Act, Mr. Anand Chittajallu, holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director.

The Directors are of the view that the appointment of Mr. Anand Chittajallu, as Director will be beneficial to the operations of the Company and hence said resolution is being placed before the members for their approval.

Except Mr. Anand Chittajallu, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

ITEM NO. 9 & 10

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may in future will be desirous for raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company.

Hence considering the future financial requirement, it is proposed to increase the maximum borrowing limits upto Rs. 30.00 Crores (Rupees Thirty Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of

Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

Hence said resolution no. 9 & 10 is being placed before the members for their approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution

By order of the Board
For VISTA PHARMACEUTICALS LIMITED

Place: Hyderabad
Date: 29.06.2018

Sd/-
N.V.Chalapathi Rao
Wholetime Director
DIN No: 03270178

VISTA PHARMACEUTICALS LIMITED

Brief profile of Directors Retiring and to be appointed, at the Annual General Meeting of the Company
(Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. M.H. Rao	Dr. Umesh Virupakah Banakar	Ms. Divya Bhavani Chakravarthula	Mr. Anand Chittajallu
Date of Birth	23.05.1939	04.12.1956	16.06.1974	10.06.1986
Date of Appointment	16.06.1993	24.02.2018	24.02.2018	22.03.2018
Expertise in Specific Functional Area	General Management and Marketing	Consultant/ Advisor to Pharmaceuticals industry	Business Management & Marketing	Finance, Internal Control & Taxation
Qualifications	BA.BL(ML)	B.S. Ph.D	M.COM	FCA, ACMA
list of Companies in which directorship is held as on March 31st, 2018	Nil	Nil	Nil	Amaravati Management Consultancy Private Limited
Chairman/Member of the Committees of the Board of the Companies in which he/she is a director as on March 31st, 2018	Nil	Nil	Nil	Nil
Equity Shares held in the Company	33,000	Nil	Nil	Nil

VISTA PHARMACEUTICALS LIMITED

FORM FOR REGISTRATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS /
NOTICES BY ELECTRONIC MODE

To

M/s. Aarathi Consultants Private Ltd.
H.No. 1-2-285, Domalguda
Hyderabad - 500 029.

Company: VISTA PHARMACEUTICALS LIMITED

I agree to receive all documents / notices including the Annual Report from the Company in electronic mode. Please register my email address given below in your records for sending communication through email.

Name of Sole / First Holder : _____

DP ID / Client ID / Regd. Folio No. : _____

PAN No. : _____

E-mail Address : _____

Date : _____

Place: _____

(Signature of Member)

VISTA PHARMACEUTICALS LIMITED

VISTA PHARMACEUTICALS LIMITED

Regd. Off.: Plot Nos. 10 to 14 & 16 to 20, TSIC Industrial Estate, Chityal, Gopalaipalli Village Narketpally Mandal Nalgonda Dist.T.S.

Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

E-mail Id : _____

Folio No/Client ID : _____

DPID : _____

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

1. Name : _____

E-mail Id : _____

Address : _____

Signature : _____ or failing him

2. Name : _____

E-mail Id : _____

Address : _____

Signature : _____ or failing him

3. Name : _____

E-mail Id : _____

Address : _____

Signature : _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the company, to be held on the Monday 06th August, 2018 at 10.30 A.M. at Registered office of the company situated at Plot Nos. 10 to 14 and 16 to 20, TSIC Industrial Estate, Chityal, Gopalaipalli Village Narketpally Mandal Nalgonda District Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	VOTE	
		For	Against
1.	To receive, consider and adopt the audited financial statements for the year ended 31st March, 2018 along with Notes, Directors' Report and Auditors' Report thereon.		
2.	To appoint a Director in place of Mr. Mallem Hanumantha Rao, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To Appoint M/s. Mahesh, Virender & Sriram, Chartered Accountants (Firm Registration No. 001339S) as Statutory Auditors of the Company.		
4.	To appoint Mr. Umesh Virupakah Banakar (DIN: 08074091) as Director of the Company		
5.	To appoint Mr. Umesh Virupakah Banakar (DIN: 08074091) as Independent Director of the Company		
6.	To appoint Ms. Divya Bhavani Chakravarthula (DIN: 08074187) as Director of the Company		
7.	To appoint Ms. Divya Bhavani Chakravarthula (DIN: 08074187) as Independent Director of the Company		
8.	To appoint Mr. Anand Chittajallu (DIN: 05280486) as Director of the Company		
9.	To Increase the Borrowing powers of the Company under Section 180 (1) (c) of the Companies Act, 2013 to the extent of Rs.30.00 Crores.		
10.	To authorize the Board of Directors to create charge on the Assets of the Company under Section 180 (1) (a) of the Companies Act, 2013 to the extent of Rs. 30.00 crores.		

* Applicable for investors holding shares in Electronic form.

Signed this _____ day of _____ 2018

Signature of Shareholder

Signature of Proxy holder

Signature of the Shareholder

Affix
Revenue
Stamps

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

VISTA PHARMACEUTICALS LIMITED

Registered Office: Plot Nos. 10 to 14 and 16 to 20, TSIIC Industrial Estate, Chityal, Gopalaipalli Village
Narketpally Mandal Nalgonda District Telangana

ATTENDANCE SLIP

27th Annual General Meeting on Monday, 06th August, 2018 at 10:30 A.M. at Plot Nos. 10 to 14 and 16 to 20, TSIIC Industrial Estate, Chityal, Gopalaipalli Village Narketpally Mandal Nalgonda District Telangana.

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 27th Annual General Meeting of Vista Pharmaceuticals Limited held at Plot Nos. 10 to 14 and 16 to 20, TSIIC Industrial Estate, Chityal, Gopalaipalli Village Narketpally Mandal, Nalgonda District Telangana, on Monday 06th August, 2018.

(Member's/Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

No Gifts, Gift Coupons, Cash in lieu of Gifts will be given at the AGM to any member

