

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 28th Annual General Meeting of the Members of M/s Vista Pharmaceuticals Limited will be held on Thursday, the 19th day of September, 2019 at 10:30 A.M at the Registered office of the Company Situated at Plot Nos. 10 to 14 and 16 to 20, TSIIC 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, 2019 along with Notes to accounts, Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Stanley Prabhakar Reddy [DIN: 07614532], who retires by rotation and being eligible, offers him for re-appointment.

SPECIAL BUSINESS:

3. To reappoint Mr. Narendra Gilaka (DIN No: 00129383), as non-executive Independent Director of the Company to hold office for five (5) consecutive years commencing from 11.09.2019.

To consider and if thought fit, to pass, with or without modification(s), the following

resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (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 as recommended by Nomination Remuneration Committee and Board of Directors, Mr. Narendra Gilaka (DIN No: 00129383), be and is hereby reappointed as a non-executive Independent Director of the Company to hold office for five (5) consecutive years commencing from 11.09.2019, not liable to retire by rotation, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act."

"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."

for VISTA PHARMACEUTICALS LIMITED

Sd/-

Dhananjaya Alli

Place: Hyderabad **Managing Director**

Date: 14.08.2019 **DIN No: 00610909**

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 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@aarthiconsultants.com

13. The Notice of the AGM along with the Annual Report 2018-19 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 28th 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. Mr. N.V.S.S. Suryanarayana Rao, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the Ballot process at the 28th 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, 11.09.2019
19. Members as on 11.09.2019 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 16.09.2019 and ends at 5:00 P.M. on 18.09.2019. 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. 11.09.2019 (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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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.
Dividend Bank Details (or) 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> <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 helpdeskevoting@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.
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 casted 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 www.vista-pharmaceuticals.com and on the website of Aarthi 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/-

Dhananjaya Alli

Place: Hyderabad **Managing Director**

Date: 14.08.2019 **DIN No: 00610909**

**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 No. 3 of the accompanying 28th AGM Notice.

ITEM NO. 3

Mr. Narendra Gilaka, is the existing Non-Executive Independent Director of the Company who was appointed for a period of five years by the members in the 23rd Annual General Meeting of the Company held on 11th September, 2014 and whose term of office is expiring on 11.09.2019. In terms of Section 149 and other applicable provisions of Companies Act, 2013, the Board of Directors of the Company has proposed for re-appointing Mr. Narendra Gilaka, as Non-Executive Independent Director of the Company for a further period of five year and shall not be liable to retire by rotation at every AGM.

Mr. Narendra Gilaka, has 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, Mr. Narendra Gilaka, 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 Mr. Narendra Gilaka, as Independent Director is being placed before the Members for their approval.

Mr. Narendra Gilaka, being eligible and offering himself for re-appointment as Independent Director, is proposed to be appointed as Independent Directors for five (5) consecutive years commencing from 11.09.2019.

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

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

for **VISTA PHARMACEUTICALS
LIMITED**
Sd/-

Dhananjaya Alli

Place: Hyderabad **Managing Director**

Date: 14.08.2019 **DIN No: 00610909**

Brief profile of Directors Retiring and to be re-appointed, at the Annual General Meeting of the Company

(Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	Dr. Stanley Prabhakar Reddy	Mr. Narendra Gilaka
Date of Birth	14.03.1950	10.06.1986
Date of Appointment	12.08.2016	11.09.2014
Expertise in specific functional areas	Psychiatrist Expert in Human Clinical Studies	General Management & Marketing
Qualifications	M.B.B.S Medical degree from Kurnool Medical College (S.V. University), Kurnool, India in 1971	M. Com
List of other companies in which directorship is held as on March 31, 2019	NIL	NIL
Chairman/Member of the Committees of the Board of the Companies in which he/she is a director as on March 31, 2019	NIL	NIL
Equity Shares held in the Company	NIL	NIL

*Directorships and Committee memberships in Vista Pharmaceuticals Ltd are not included in the aforesaid disclosure. Also directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees, Nomination & Remuneration committee and Stake holders' relationship Committees of only public Companies have been included in the aforesaid table.

