

## VISTA PHARMACEUTICALS LIMITED

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### NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 26th Annual General Meeting of the Members of M/s Vista Pharmaceuticals Limited will be held on Saturday, the 23<sup>rd</sup> day of September, 2017 at 10.40 A.M at the Registered office of the Company i.e., Plot Nos. 10 to 14 and 16 to 20 TSIIIC 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, 2017 along with Notes, Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Stanley Prabhakar Reddy, who retires by rotation and being eligible, offers himself for re-appointment.
3. To Appoint M/s. V. Kishore Kumar & Associates, Chartered Accountants (Firm Registration No. 013975S) as Statutory Auditors of the Company for a period of 4(Four) years.

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

**“RESOLVED 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 as approved by the Board of Directors, the Company hereby appoints M/s. V. Kishore Kumar & Associates, Chartered Accountants (Firm Registration No. 013975S), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 31<sup>st</sup> Annual General Meeting to be held for the financial year 2020-2021 subject to ratification by members at every Annual General Meeting to be held after this General meeting, on such remuneration as may be determined by the Board of Directors of the Company.”

By order of the Board  
for **VISTA PHARMACEUTICALS LIMITED**

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

Place: Hyderabad

Date: 18-08-2017

Registered Office  
Plot Nos. 10 to 14 and 16 to 20,  
TSIIIC Industrial Estate, Chityal,  
Gopalaipalli Village,  
Narketpally Mandal,  
Nalgonda District - 508254.  
Telangana.

### 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@aarthiconsultants.com
13. The Notice of the AGM along with the Annual Report 2016-17 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 26<sup>th</sup> 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, 16-09-2017.
19. Members as on 16.09.2017 only shall be entitled to avail the facility of remote e-voting.

The instructions for Remote E-Voting are as under:

- i. The voting period begins at 9 A.M. on 20<sup>th</sup> September, 2017 and ends at 5 P.M. on 22<sup>nd</sup> September, 2017 During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 16<sup>th</sup> September, 2017

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- (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](http://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](http://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"> <li>• 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.</li> <li>• 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.</li> <li>• The respective sequence number will be printed on the address sticker of the annual report cover sent to the shareholders</li> </ul> |
| DOB  | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.  |

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- 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
- 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 out 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. Note for Institutional Shareholders
  - a. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evoting.co.in> 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](mailto:helpdesk.evoting@cdslindia.com)
  - c. After receiving the login details they have to create 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- xx. In case you have any queries or issues regarding, you may refer the Frequently

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Asked Questions (“FAQ’s”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 before 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 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.

16. 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.
17. 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/-  
**N.V.Chalapathi Rao**  
WholetimeDirector  
DIN No: 03270178

Place: Hyderabad  
Date: 18-08-2017

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

|  |   |
|--|---|
| Name of the Director   | Mr. Stanley Prabhakar Reddy   |
| Date of Birth  | 14.03.1950  |
| Date of Appointment  | 12/08/2016  |
| Expertise in specific functional areas   | Psychiatrist Expert in human clinical studies   |
| Qualifications   | M.B.B.S.<br>Medical degree from Kurnool Medical College (S.V. University), Kurnool, India in 1971.                      |
|  | Certified in psychiatry in New York, USA  |
|  | President & Managing Director of Long Island Psychiatric Associates.  |
|  | Director of Psychiatry at Brunswick Hospital Center, Amityville, New York.  |
|  | Member of various psychiatric organizations and is associated with a number of hospitals and organizations in New York. |
| List of other companies in which directorship is held as on March 31, 2017   | NIL   |
| Chairman/Member of the Committees of the Board of the Companies in which he/she is a director as on March 31, 2017 | NIL   |
| Equity Shares held in the Company  | NIL   |

**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)