



Notice of Extra Ordinary General Meeting

VISTA PHARMACEUTICALS LTD.

CIN: L24239TG1991PLC012264

Registered Office: Plot Nos.10 TO 14 and 16 TO 20, APIIC, Industrial Estate,
Chityal, Gopalaipalli 508254, Telangana.

Corporate Office: 7-1-212/A/70, Plot No. 85, Shivbagh, Ameerpet, Hyderabad 500016, Telangana.

Tel. No.: +91 40 65581585 | **Fax No.:** +91 40 2374 1585

E-mail: admin.hyd@vistapharmaceuticals.com | **Website:** www.vistapharmaceuticals.com

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 1st of 2022-23 Extra Ordinary General Meeting of the Members of M/s Vista Pharmaceuticals Limited will be held on Friday, the 14th Day of October, 2022 at 03.30 P.M through Video Conferencing (“VC”) /Other Audio-Visual Means (“OAVM”) to transact the following business and the venue of the meeting shall be deemed to be 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.

SPECIAL BUSINESS:

ITEM NO. 1

ISSUE OF 2,67,58,000 CONVERTIBLE WARRANTS TO THE OTHER ON PREFERENTIAL BASIS:

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

“**RESOLVED THAT** in terms of Section 42 and 62(1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for time being in force), Memorandum and Articles of Association of the Company, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in accordance with the provision of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 and listing agreement entered by Company with BSE Limited, as may be applicable to the preferential issue of convertible warrants and other applicable regulations of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by its resolution, have been delegated) and subject to such, consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by laws and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be imposed upon accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the company be and is hereby accorded to the Board to offer, issue, and allot in one or more tranches up to 2,67,58,000 convertible warrants to the others (whose names shall be recorded by the company in the manner set out in the section 42 of the Companies Act, 2013 read with the respective Rules) and the warrants shall be convertible into equal number of Equity Shares with in a period not exceeding 18 months from the date of allotment of



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warrants, as mentioned in the explanatory statement, at an issue price of Rs. 10/- (Rupees Ten Only) per convertible warrant (which includes a premium of Rs. 8/- (Rupees Ten Only) per warrant) determined in accordance with the preferential issue guidelines given in chapter V of SEBI (ICDR) Regulations 2018 and subsequent amendments thereto.”

Sr. No	Name of Proposed Allottee	Category	No. of Warrants
1	Mr. Murali Meraga	Public	90,00,000
2	Mr. Gilaka Pavan Sathvik	Public	77,58,000
3	Mrs. Deepthi Pachipala	Public	15,00,000
4	Mr. Umakanth Katta	Public	50,00,000
5	Mr. Muppaneni Mohan Rajesh	Public	20,00,000
6	Ms. Chittajallu Naga Keerthi	Public	15,00,000
Total			2,67,58,000

“**RESOLVED FURTHER THAT** the pricing of the convertible warrants to be allotted is in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date.’ The “relevant date” for the purpose of pricing of convertible warrants is 13th September, 2022.”

“**RESOLVED FURTHER THAT** the new equity shares on conversion of warrants shall rank pari-passu with the existing equity shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“**RESOLVED RUTHER THAT** the resultant equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment(s) thereto from time to time.”

“**RESOLVED FURTHER THAT** the aforesaid warrants shall be in accordance with the following terms and conditions.

- A warrant by itself shall not give to a warrant holder thereof, any rights of the shareholder of the company
- In the event, the equity shares of the company are either sub-divided or consolidated before the conversion of the warrants into equity shares of the company, then the face value, the number of equity shares to be acquired on conversion of the warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the company bears, to the newly sub-divided / consolidated equity shares without affecting any right or obligation of the said warrant holders: and
- In the event, the company’s equity capital is affected or changed due to any other corporate actions such as a merger, demerger, consolidation of business, or other reorganization of the company, tender offer for equity shares of sale of undertaking, necessary adjustments with respect to the terms of the aforesaid warrants shall be made by the company and such other action as may be deemed necessary or appropriate by the Board shall be taken to reflect such corporate actions, including but without limitation, suitable adjustment of the warrant issue price, subject to necessary approvals.



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“RESOLVED FURTHER THAT the company does apply for listing of the equity shares and does make an application to the Depositories for admission of the said new equity shares at the time of conversion of warrants into equity shares.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, conditions(s), modification(s) and alterations(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all equations, difficulties or doubts that may arise in this regard to implementation of this resolution, issue and allotment of convertible warrants and to do all acts, deeds and things in connection there with and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2

TO APPOINT MR. MURALI MERAGA, AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, upon recommendation by the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and hereby accorded to appoint Mr. Murali Meraga as Director (Non- Executive) of the Company with immediate effect or from the date of allotment of Director Identification Number by the Ministry of Corporate Affairs, whichever is later..”

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

ITEM NO. 3

TO APPOINT MR. PAVAN SATHVIK GILAKA, AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY.

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



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"RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, upon recommendation by the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and hereby accorded to appoint Mr. Gilaka Pavan Sathvik (DIN: 09733182), as Director (Non- Executive) of the Company with immediate effect.."

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

ITEM NO. 4

TO APPOINT MR. VASANT V. ALLI, AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, upon recommendation by the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and hereby accorded to appoint Mr. Vasant V. Alli as Director (Non- Executive) of the Company with immediate effect or from the date of allotment of Director Identification Number by the Ministry of Corporate Affairs, whichever is later.."

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

**By Order of the Board of Directors
For Vista Pharmaceuticals Limited**

Sd/-
DHANANJAYA ALLI
MANAGING DIRECTOR
DIN: 00610909

Place: Hyderabad
Date: 08.09.2022



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NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act and Regulation 163 (1) SEBI ICDR Regulations in respect of proposed special resolution to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
2. Pursuant to the General Circular nos. 03/2022 dated May 05, 2022 and other circulars issued by the Ministry of Corporate Affairs (MCA) from time to time and Circular issued by the SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM").
3. Pursuant to the above referred circulars issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporate is entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM 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 EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders 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 EGM without restriction on account of first come first served basis.
5. The attendance of Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company is availing the services of Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e- voting system as well as venue voting on the date of the EGM will be provided by CDSL.
7. In line with Ministry of Corporate Affairs circular, the Notice of the EGM will be available on the Company's website www.vistapharmaceuticals.com for download. The notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com
8. Shareholders who would like to express their views/ask questions during the meeting should register themselves as a speaker by sending a request mentioning their name, demat account number/folio number, email id, mobile number at accounts@vistapharmaceuticals.com latest by 05.00 PM on Friday, 07th October, 2022.



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9. Shareholders who have queries may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at accounts@vistapharmaceuticals.com latest by 05.00 PM on Friday, 07th October, 2022.
10. Shareholders who have registered their e-mail addresses with Depositories / with the Company / with the Registrar and Share Transfer Agent are being sent this Notice by e-mail. Shareholders who have not registered their e-mail addresses or have not received any communication regarding this Notice for any reason whatsoever, may obtain this Notice and the procedure for E-voting by registering their e-mail addresses using the link http://www.aarthiconsultants.com/investor_services under Investor Services/ Go Green Feedback Tab.
11. Those shareholders who have registered themselves as a speaker and confirmed by Company will only be allowed to express their views/ask questions during the meeting.
12. The statement of the particulars of Directors seeking appointment as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is enclosed as **Annexure A**.
13. Corporate Members intending to authorize their 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.
14. Members desirous of seeking any information on the accounts or operations of the company are requested to write to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.
15. 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.
16. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar & Share Transfer Agent, M/s Aarthi Consultant Private Limited. Members holding shares in electronic form must send the advice about the change of address to their respective Depository Participants (DPs) and not to the Company. Non-resident Indian shareholders are requested to inform us immediately the change in the residential status on return to India for permanent settlement.
17. Members holding shares under multiple folios are requested to consolidate their holdings, if the shares are held in the same name or in the same order of names.
18. The equity shares of the Company have been notified for compulsory trading in demat form. The Company has signed agreement with Depositories and M/s. Aarthi Consultant Private Limited (RTA) to facilitate dematerialization of shares. Members are requested to avail of this facility and have their shareholding converted into dematerialized form.
19. Considering the social distancing norm to be followed due to wide spreading COVID-19 Pandemic. All Documents referred to in the accompanying notice and the Explanatory Statement will be sent to the respective shareholder upon receiving the request at the e-mail id



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accounts@vistapharmaceuticals.com of the Company for inspection of the members of the Company.

20. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection by giving a prior notice to the Company. Members can inspect the same by sending an email to accounts@vistapharmaceuticals.com.
21. 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 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000 (Rupees One Lakh).
22. The Notice of EGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting in member updation form by sending an email accounts@vistapharmaceuticals.com and aarthiconsultants@gmail.com/info@aarthiconsultants.com. Please submit duly filled and signed member updation form to the above-mentioned email. Upon verification of the Form the email will be registered with the Company till the date of EGM.
23. 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.
24. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
25. Members holding shares in the company and who have not registered their mail id with the company or the depository and wish to avail e voting may follow the instruction of e-voting herein mentioned below.
26. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.



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27. Voting through electronic means:

In compliance with the provisions of section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2016 and Regulation 44 of the listing agreement, shareholders are provided with the facility to cast their vote electronically, through the Remote e-voting services provided by Central Depository Services (India) Limited (CDSL), in respect of all resolutions set forth in this Notice.

Mr. NVSS Suryanarayana Rao, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.

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., Friday, 07th October, 2022 only shall be entitled to avail the facility of remote e-voting.

The remote e-voting period commences on Tuesday, 11th October, 2022 at 9.00 A.M. and ends on Thursday, 13th October, 2022 at 5.00 P.M. The remote e-voting module shall be disabled for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.

Members, who are present in meeting through video conferencing facility and have not casted their vote on resolution through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Tuesday, 11th October, 2022 at 9.00 A.M. and ends on Thursday, 13th October, 2022 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 07th October, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the e-voting provided at the meeting.
- (iii) 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.



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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.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">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.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, 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/EasiRegistration4) 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



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Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">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 re-directed 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.jsp3) 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 hold with NSDL), Password/OTP and a 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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



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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.com 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 or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" 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) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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.



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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.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.
 - 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in



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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; accounts@vistapharmaceuticals.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. 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 EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM 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 EGM.



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10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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.

1. 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.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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 CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



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

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013 and Regulation 163 of the SEBI ICDR Regulation, 2018, set out all material facts relating to the business under Item Nos. 1 & 4 of the accompanying Notice dated 08.09.2022.

ITEM NO. 1

ISSUE OF 2,67,58,000 CONVERTIBLE WARRANTS TO THE OTHER ON PREFERENTIAL BASIS:

The members are requested to note that the Company is in need of funds to meet working capital requirements and general corporate purposes and therefore it is proposed to issue warrant on preferential basis to others.

Section 62 (1) of the Companies Act, 2013 provide, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of convertible warrants, such warrants shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

The special resolution proposed in the item No. 1 of the Notice, have been proposed pursuant to the provisions of Section 42, 62 of the Companies Act, 2013 and chapter V of SEBI ICDR Regulations, 2018.

The said proposal has been considered and approved by the Board in their meeting held on 08.09.2022.

The offer for the proposed allotments as mentioned above in Items 1 shall be made by way of a common offer letter (PAS-4).

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the convertible warrants as stated in the resolution on a preferential basis.

(I) Objects of the preferential issue:

The Company requires infusion of funds to meet working capital requirements and general corporate purposes, to support the future business plans of the Company and such other purpose as the Board may decide.

(II) Maximum number of specified securities to be issued

The Company is proposing to issue upto 2,67,58,000 convertible warrants to the proposed allottee in terms of the Chapter V of SEBI (ICDR) Regulations, 2018.



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(III) Intent of the Promoters, Directors or Key Managerial Personnel of the issuer and proposed allottee to subscribe to the offer;

The proposed allottee would fall under the public category as mentioned in point no. (IV). The said allottee proposes to subscribe for 2,67,58,000 convertible warrants. The requirement of issue of convertible warrants on preferential basis is necessitated to fulfill the objects as mentioned in point No. (I).

Except Mr. Umakanth Katta, Director of the Company, None of the other Directors, promoters or Key Managerial Personnel intends to subscribe to any warrants pursuant to this preferential issue.

Further members of the Company have proposed to the members of the Company to appoint Mr. Murali Meraga and Mr. Pavan Sathvik Gilaka, who are the proposed allottee to the present issue of convertible warrants.

(IV) Shareholding pattern of the issuer before and after preferential issue:

The shareholding pattern of the company before and after preferential issue is as follows.

Sl. No	Category of Shareholders	Pre issue Shareholding details		Post Issue Shareholding details	
		No. of Shares	% of Shares	No. of Shares	% of Shares
A)	Promoter and Promoter Group				
	(a) Indian	7,50,000	2.04%	7,50,000	1.18%
	(b) Foreign	1,22,90,187	33.40%	1,22,90,187	19.34%
	TOTAL (A)	1,30,40,187	35.44%	1,30,40,187	20.52%
B)	Public Shareholding				
I	Institutions Investors				
	Financial Institutions/Banks, Mutual Funds, Foreign Portfolio Investors	14,332	0.04%	14,332	0.02%
II	Government Holding	-	-	-	-
III	(a) Non-Institutions	-	-	-	-
	(b) Individuals	20,24,6620	55.03%	4,70,04,620	31.54%
	(c) Body Corporate	3,83,842	1.04%	3,83,842	0.60%
	(d) Any other (including HUF, Trusts, Clearing members, NRIs, etc.)	31,08,926	8.45%	31,08,926	4.89%
	Total Public Shareholding (B)	2,37,53,720	64.56%	5,05,11,720	79.48%
	Total (A+B)	3,67,93,907	100.00%	6,35,51,907	100.00%



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(V) Time frame within which the preferential issue shall be completed;

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of Convertible warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item no. 1.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

(VI) Identity of the natural persons who are the ultimate beneficial owners of the convertible warrants proposed to be allotted and/or who ultimately control the proposed allottees, and the percentage of pre and post preferential issue capital that may be held by them;

Pre and post issue shareholding of the proposed preferential allottee and Ultimate beneficial owner of the convertible warrants is mentioned in the below furnished table.

Identity of the proposed preferential allottee	Category	Pre-issue Shareholding	Equity Shares proposed to be allotted	Post issue Shareholding		Ultimate Beneficial Ownership
				Post issue holding	% Of total Capital	
Mr. Murali Meraga (PAN: AYBPM9207C)	Non-Promoter (Individual)	--	90,00,000	90,00,000	8.97%	--
Mr. Gilaka Pavan Sathvik (PAN: BXSPG1003R)	Non-Promoter (Individual)	--	77,58,000	77,58,000	7.73%	--
Mrs. Deepthi Pachipala (PAN: AJUPP9690A)	Non-Promoter (Individual)	--	15,00,000	15,00,000	1.49%	--
Mr. Umakanth Katta (PAN: APGPK5071E)	Non-Promoter (Individual)	50,00,000	50,00,000	1,00,00,000	4.98%	--
Mr. Muppaneni Mohan Rajesh (PAN: AMOPM7708D)	Non-Promoter (Individual)	--	20,00,000	20,00,000	1.99%	--
Ms. Chittajallu Naga Keerthi (PAN: AUHPC1174A)	Non-Promoter (Individual)	--	15,00,000	15,00,000	1.49%	--



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(VII) Consequential Changes in the Voting Rights/ control and Change in Management

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

(VIII) Re-computation of Issue Price:

Since, the Company's Equity Shares are listed and traded for a period more than twenty-six weeks, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

In terms of SEBI (ICDR) Regulations, 2009 issuer hereby undertakes that:

- i) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

(VIII) Lock-in Period:

The pre-preferential allotment shareholding of the proposed allottee and the equity shares to be allotted on preferential basis to the persons other than the promoters shall be subject to lock-in', in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018.

(IX) Issue Price and Relevant Date:

Equity shares are proposed to be issued at Rs. 10/- (Rupees Ten Only) per convertible warrant (which includes premium of Rs. 8/- per share) as determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto which is based on the relevant date i.e., 13.09.2022, Tuesday which is thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.

A Certificate is obtained from the independent registered valuer / practicing chartered accountant confirming the minimum price for the preferential issue as per Preferential Issue Regulations in chapter V of SEBI (ICDR) Regulations, 2018 and showing the calculation thereof and the same will be made available for inspection at the registered office of the Company.

(XI) Compliance Certificate:

The certificate from Mr. Venkata Satya Sessa Suryanarayana Rao Nedunuri, Practicing Company Secretary, Membership No. 5868 & Certificate of Practice No. 2886, Hyderabad certify that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results.



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(XII) Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as issued by RBI.

The issuer, its promoter or any of its Directors is not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

Current and proposed status of the allottee(s) pre and post the preferential issue will be non-promoter category.

(XIII) Report of registered valuer:

Report of registered valuer for the offer, issue and allotment of the Equity Shares under the Regulation 167 in chapter V of SEBI (ICDR) Regulations, 2018 showing the calculation thereof and the same will be made available for inspection at the registered office of the Company.

(XIV) Compliances:

The company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957, maintaining a minimum of 25% of the paid-up capital in the hands of the public.

(XV) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares/warrants, such shares/warrants shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

(XVI) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of six months from the date of trading approval from all the stock exchanges where the securities of the Company are listed. The shareholder who has sold their shares during the six months period prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed shareholders have Permanent Account Number.



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(XVII) SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

(XVIII) Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of convertible equity warrants.

The Board of Directors recommends the resolutions as set out in item no.1 of this notice for the issue of Equity Shares, on a preferential basis, to the person's way of Special Resolution.

ITEM NO. 2, 3 & 4

It is to bring to the notice of the members of the Company that the Nomination and Remuneration Committee and the Board of Directors at their meeting held on 08.09.2022 has recommended the appointment of Mr. Murali Meraga, Mr. Pavan Sathvik Gilaka, Mr. Vasant V. Alli as Director on the Board of the Company.

As per the provision of Section 152 and 160 of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and read with Company's Articles of Association any appointment of Director on the Board of the Company is required to be approved by the members of the Company in the general meeting of the company.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for appointment of Mr. Murali Meraga, Mr. Pavan Sathvik Gilaka, and Mr. Vasant V. Alli as Director of the Company.

The Directors are of the view that the appointment of Mr. Murali Meraga, Mr. Pavan Sathvik Gilaka, and Mr. Vasant V. Alli, as Director will be beneficial to the operations of the Company and hence said resolution is being placed before the members for their approval.

Your Board recommends the resolution at set out in Item No. 2, 3 & 4 for approval of the members as Ordinary resolution.

Except Mr. Vasant V. Alli and his relatives, 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. 2, 3 & 4 of the Notice.

**By Order of the Board of Directors
For Vista Pharmaceuticals Limited**

**Sd/-
DHANANJAYA ALLI
MANAGING DIRECTOR
DIN: 00610909**

**Place: Hyderabad
Date: 08.09.2022**



Notice of Extra Ordinary General Meeting

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

Name of the Director	Mr. Murali Meraga	Mr. Pavan Sathvik Gilaka	Mr. Vasant V. Alli
Date of Birth	07.10.1971	13.07.1998	06.05.1985
Expertise in specific functional areas	Expertise in specific functional areas: Technology Entrepreneur	Expertise in specific functional areas: Administration and HR	Highly trained strategy and operations leader with deep expertise in the pharmaceutical, media and telecom industries. Focused on new business incubation, customer experience, strategy development, long-range planning, and driving transformation to deliver growth and profitability.
Qualifications	B. Tech (Bachelor of Technology)	BBA (Bachelor of Business Administration)	B.Sc (Economics), Rutgers University, NJ, USA. MBA, Columbia Business School, NY, USA.
List of other companies in which Directorship is held as on the date of Notice of EGM	NIL	NIL	NIL
Chairman/Member of the Committees of the Board of the Companies in which he is a Director as on the date of Notice of EGM	NIL	NIL	NIL
Equity Shares held in the Company as on the date of Notice of EGM	NIL	NIL	16,01,478

*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.