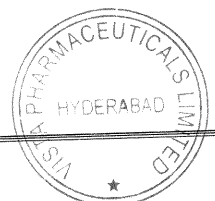




VISTA PHARMACEUTICALS LIMITED

VISTA

**NOTICE OF
EXTRA - ORDINARY GENERAL MEETING**



hs

VISTA PHARMACEUTICALS LIMITED

CIN: L24239TG1991PLC012264

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

Telephone: 08682-272552 Fax: 08682-272551

Website: www.vistapharmaceuticals.com email: admin.nkp@vistapharmaceuticals.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

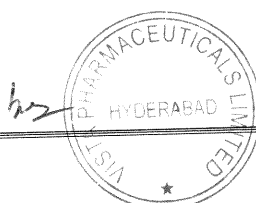
Notice is hereby given that the 2/2017 Extra-Ordinary General Meeting of the Shareholders of M/s Vista Pharmaceuticals Limited will be held on Tuesday, 24th day of October, 2017 at Plot Nos 10 to 14 and 16 to 20, TSIIIC Industrial Estate, Chityal, Gopalaipalli Village, Narketpally Mandal, Nalgonda District – 508254, Telangana at 10.00 a.m. to transact the following business:

SPECIAL BUSINESS:

1. ISSUE OF 40,00,000 CONVERTIBLE WARRANTS TO THE PROMOTERS AND THE OTHERS ON PREFERENTIAL BASIS:

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

“**RESOLVED THAT** in terms of Sections 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 the time being in force), Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009 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 term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this 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 law 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 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 40,00,000 convertible warrants to the promoters and the others (whose names shall be recorded by the company in the manner set out in Sec 42(7) 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 warrants, as mentioned in the explanatory statement, at an issue price of Rs. 50/- per convertible warrant (which includes a premium of Rs.48/-



per warrant) determined in accordance with the preferential issue guidelines given in chapter VII of SEBI (ICDR) Regulations 2009 and subsequent amendments thereto.”

“**RESOLVED FURTHER THAT** the pricing of the convertible warrants to be allotted is in accordance with the SEBI (ICDR) Regulations with reference to the ‘Relevant Date.’ The “relevant date” for the purpose of pricing of convertible warrants is 22nd September, 2017 (since 24.09.2017 and 23.09.2017 are non-working days).

“**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.”

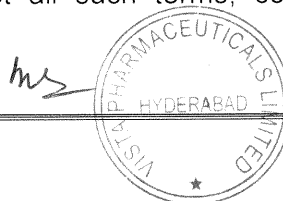
“**RESOLVED FURTHER THAT** the resultant equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and any amendment(s) thereto from time to time.”

“**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.

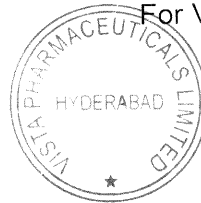
“**RESOLVED FURTHER THAT** the Company does apply for listing of the equity shares and does make an application to the Depositories for admission of the said new equity shares at the time of conversion of warrants into equity shares.”

“**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, condition(s), modification(s) and



alteration(s) 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 questions, 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 therewith 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.”

By Order of the Board
For Vista Pharmaceuticals Limited



N. V. Chalapathi Rao
Whole-time Director
DIN: 03270178

Place: Hyderabad
Date: 30.09.2017

NOTES:

- 1. 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.**

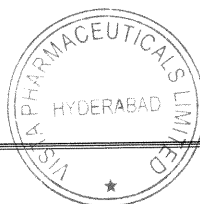
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights,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

2. 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.
3. 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.
4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. 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.

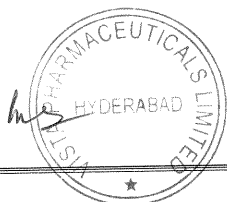
5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
6. Corporate Members intending to send their 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.
7. 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 Notices of general meetings 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 info@arthiconsultants.com.
8. The Notice of the EGM 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. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
9. **Voting through electronic means:**
 - a) 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 Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through Remote E-Voting platform provided by CDSL. The Company is also providing the facility for voting by way of physical ballot at the EGM. Mr. Mohit Loya, Practicing Chartered Accountant (M.No: 230005) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the Ballot process at the EGM in a fair and transparent manner.
 - b. The facility for voting through ballot paper shall be made available at EGM 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.
 - c. Members who cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

ms

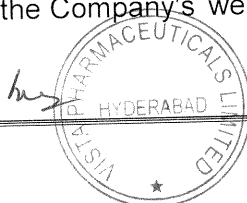


- d. Members whose names appear on the Register of Members / List of Beneficial Owners as on 18.10.2017 will be considered for the purpose of voting.
- e. The instructions for Remote E-Voting are as under:
- f. The voting period begins at 9 A.M. on 21.10.2017 and ends at 5 P.M. on 23.10.2017. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 18.10.2017 (End of Day) may cast their vote electronically. The Remote E-Voting module shall be disabled by CDSL for voting thereafter.
- g. The shareholders should log on to the Remote E-Voting website www.evotingindia.com during the voting period.
- h. Click on the "Shareholders" tab.
- i. Now select the "VISTA PHARMACEUTICALS LIMITED" from the drop down menu and click on "SUBMIT".
- j. Now enter your User-ID
- k. For CDSL: 16 digits beneficiary ID,
- l. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- m. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- n. Next enter the Image Verification as displayed and Click on Login
- o. 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.
- p. 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. The respective sequence number will be printed on the address sticker of the EGM notice sent to the shareholders
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 (v).



- i. After entering these details appropriately, click on "SUBMIT" tab.
- ii. 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.
- iii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- iv. Click on EVSN of VISTA PHARMACEUTICALS LIMITED
- v. 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.
- vi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- vii. 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.
- viii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- ix. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- x. 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.
- xi. 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
 - c. After receiving the login details they have to create 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 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.
- xii. 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
- q. 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 Managing Director/Whole-time Director/Company Secretary of the Company.
- r. The results shall be declared at the time of the EGM 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 resolution at the EGM of the Company and be communicated to the Stock Exchange.

- s. 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.
- t. 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.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1:

Issue of convertible warrants to the promoters on preferential basis:

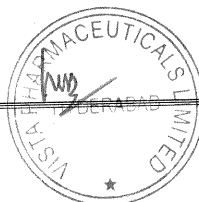
To augment its business, the Company is in need of funds to meet its working capital requirements and for general corporate purposes therefore it is proposing to issue convertible warrants on preferential basis to the Promoters and the others.

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 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 Information pertaining to the proposed preferential allotment in terms of the Chapter VII of SEBI (ICDR) Regulations, 2009 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) Object of the Issue through preferential Allotment:

The Company shall utilise the proceeds from the preferential issue to fund its working capital



requirements and general corporate purposes.

(II) Pricing of the Issue and Relevant Date:

Convertible warrants are proposed to be issued at Rs. 50/- each as determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 22.09.2017, which is thirty days prior to the date of Extraordinary General Meeting (24.10.2017 since 24.09.2017 and 23.09.2017 are non-working days).

A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue as per Preferential Issue Regulations in chapter VII of SEBI (ICDR) Regulations, 2009 and showing the calculation thereof and the same will be made available for inspection at the registered office of the Company.

(III) The proposal of the promoters and other investors of the issuer to subscribe to the offer:

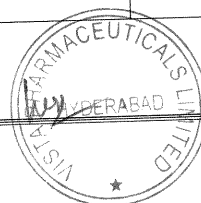
The proposed allottees would fall under both the Promoters and Public category as mentioned under point No.(IV). The said allottees propose to subscribe for 40,00,000 convertible warrants. The requirement of issue of securities on preferential basis is necessitated to fulfill the objects as mentioned in point No.(I).

(IV) 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 percentage or pre and post preferential issue capital that may be held by them:

All the proposed allottees as furnished in the table are the ultimate beneficial owners of the convertible warrants.

List of allottees :

Identity of Proposed Preferential Allottee	Category	Warrants proposed to be allotted
Mallika Somanchi	Public	3,00,000
Manju Chamdia	Public	5,00,000
Mukesh Chamdia	Public	5,00,000
S & A Corporate Advisory Private Limited*	Public	2,00,000
LRSD Securities Private Limited**	Public	10,00,000
Vasant V Alli	Promoters	15,00,000
Total		40,00,000



* Shareholders and Beneficial owners of S & A Corporate Advisory Private Limited:

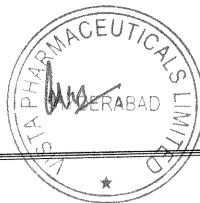
1. Mallika Somanchi
2. Naga Raja Rao Somanchi

**Shareholders and Beneficial owners of LRSD Securities Private Limited:

1. Ritu Dua
2. Lalit Dua (HUF) (Beneficial owners Ritu Dua, Lalit Dua, Shreya Dua & Dakshata Dua in equal proportion)

Pre and post issue shareholding of proposed allottees:

Pre issuing Holding				Post issue holding on conversion.		
Proposed Allottee	Category	Pre- issue holding	% of shares	Warrants proposed to be allotted	No.of Shares after conversion	% of shares on conversion (including balance and proposed)
Mallika Somanchi	Public	80,000	0.28	3,00,000	3,80,000	1.08
Manju Chamdia	Public	-	-	5,00,000	5,00,000	1.42
Mukesh Chamdia	Public	-	-	5,00,000	5,00,000	1.42
S & A Corporate Advisory Private Limited	Public	-	-	2,00,000	2,00,000	0.57
LRSD Securities Private Limited	Public	-	-	10,00,000	10,00,000	2.84
Vasant V Alli	Promoters	383333	1.34	15,00,000	18,83,333	5.34



V. Shareholding pattern of the company before and after preferential issue. The present shareholding pattern and the shareholding pattern assuming full conversion of warrants into equity shares are given below:

Sl. No	Category of Shareholders	Pre issue holding details		Post Issue holding details*	
		No. of Shares	% of shares	No of shares	% of shares
A)	Promoter and Promoter Group				
	a) Indian	1549999	5.41	3049999	8.65
	b) Foreign	8814652	30.77	11417460	32.39
	Total (A)	10364651	36.18	14467459	41.04
B)	Public Shareholding				
I	Institutions				
	Financial Institutions/Banks, Mutual Funds	114332	0.40	114332	0.32
II	Non Institutions Body Corporates, Individuals, Clearing members etc	18168209	63.42	20668209	58.63
	Total (B)	18282541	63.82	20782541	58.96
	Total (A+B)	28647192	100.00	35250000	100.00

* assuming that all the proposed 40,00,000 convertible warrants and pending 26,02,808 convertible warrants of the foreign promoters outstanding as on 30.09.2017 are converted into equity shares

(VI) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;

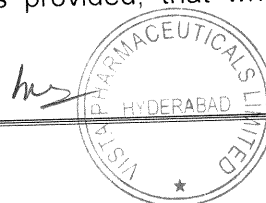
The Company has allotted 18,00,000 equity shares and 44,50,000 warrants to the two promoters of the Company at an issue price of Rs.24.05 per equity share/warrant during the year 2017.

(VII) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

Not Applicable as the consideration for the proposed issue of 40 00,000 convertible warrants will be paid in cash.

(VIII). Proposed time with in which the allotment shall be completed:

The allotment of convertible warrants shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on



account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

An amount, as may be decided by the Board of Directors, not being less than 25% of the issue price shall be payable before allotment of the warrants. The convertible warrants would be allotted on the following terms:

- a. The holder of warrants will have an option to apply for and be allotted 1 (one) Equity Share of the Company per warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of convertible warrants, in one or more tranches.
- b. Upon receipt of the payment as above, the Board shall allot one Equity Share per Warrant by appropriating Rs.2/- towards Equity Share Capital and the balance amount paid against each Warrant, towards the Securities Premium.
- c. If the entitlement against the warrants to apply for the Equity Share is not exercised within the period specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited.
- d. The warrant holder shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.
- e. The warrants by itself do not give to the holder thereof any rights of the Members of the Company.

IX. 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 warrants.

X. SEBI Takeover code:

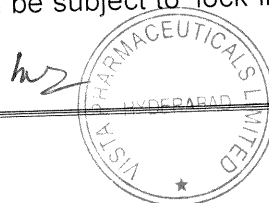
In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

XI. 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, wherever applicable, in the company is 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.

XII. Lock-in Period:

The equity shares on conversion of warrants shall be subject to 'lock-in' for such a period as the case



may be from the date of trading approval from all the stock exchange/s where the securities of the Company are listed as per Clause 78 of the SEBI (ICDR) Regulations, 2009.

XIII. Auditor Certificate:

Certificate from the Statutory Auditors confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2009 is obtained and the same will be made available for inspection at the Registered Office of the Company on any working day.

XIV. Control:

As a result of the proposed preferential allotment of convertible warrants, neither there will be change in the composition of the Board of Directors and nor changes in control of the Company.

XV. Undertakings:

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 continued to be locked in till the time such amount is paid by the allottees.

XVI. 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.

XVII. Disclosure regarding willful defaulter:

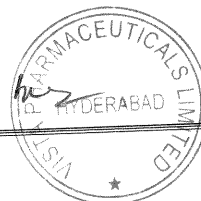
Neither the issuer, nor its promoters and directors are willful defaulters.

XVIII. 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.

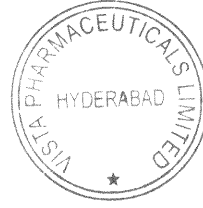
Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and 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.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.



Except Dr. Dhananjaya Alli, none of the other directors, key managerial personnel or their relatives are concerned or interested, financial or otherwise, in the above said resolution.

By Order of the Board
For Vista Pharmaceuticals Limited



N. V. Chalapathi Rao

N. V. Chalapathi Rao
Whole-time Director
DIN:03270178

Place: Hyderabad
Date: 30.09.2017

Form No. MGT-11
Proxy form

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

Name of the company: Vista Pharmaceuticals Limited

CIN: L24239TG1991PLC012264

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

Telephone: 08682-272552 Fax: 08682-272551

Website: www.vistapharmaceuticals.com email: admin.nkp@vistapharmaceuticals.com

Name of the member(s): Registered Address: E-mail Id: Folio No./Client Id: DP ID:

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

1. Name :

Address : _

E-mail Id :

Signature:, or failing him

2. Name :

Address:

E-mail Id :

Signature:, or failing him

3. Name :

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2/2017 Extra ordinary General Meeting of the Company, to be held on Tuesday, 24th day of October, 2017 at Plot Nos 10 to 14 and 16 to 20, TSIIC Industrial Estate, Chityal, Gopalaipalli Village, Narketpally Mandal, Nalgonda District – 508254, Telangana at 10.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

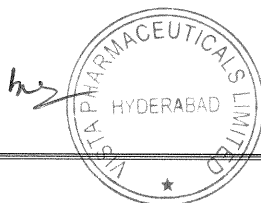
1. Issue of 40,00,000 Convertible Warrants to the promoters and others on preferential basis

Signed this day of..... 2017

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Vista Pharmaceuticals Limited
CIN: L24239TG1991PLC012264

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

Telephone: 08682-272552 Fax: 08682-272551

Website: www.vistapharmaceuticals.com email: admin.nkp@vistapharmaceuticals.com

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 2/2017 Extra Ordinary General Meeting of the members of the company to be held on **Tuesday, 24th day of October, 2017 at Plot Nos 10 to 14 and 16 to 20, TSIC Industrial Estate, Chityal, Gopalaipalli Village, Narketpally Mandal, Nalgonda District – 508254, Telangana at 10.00 a.m.** and at any adjourned meeting thereof.

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____

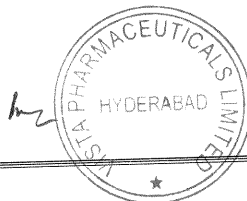
(In block letters)

Folio No./ Client ID _____

No. of shares held _____

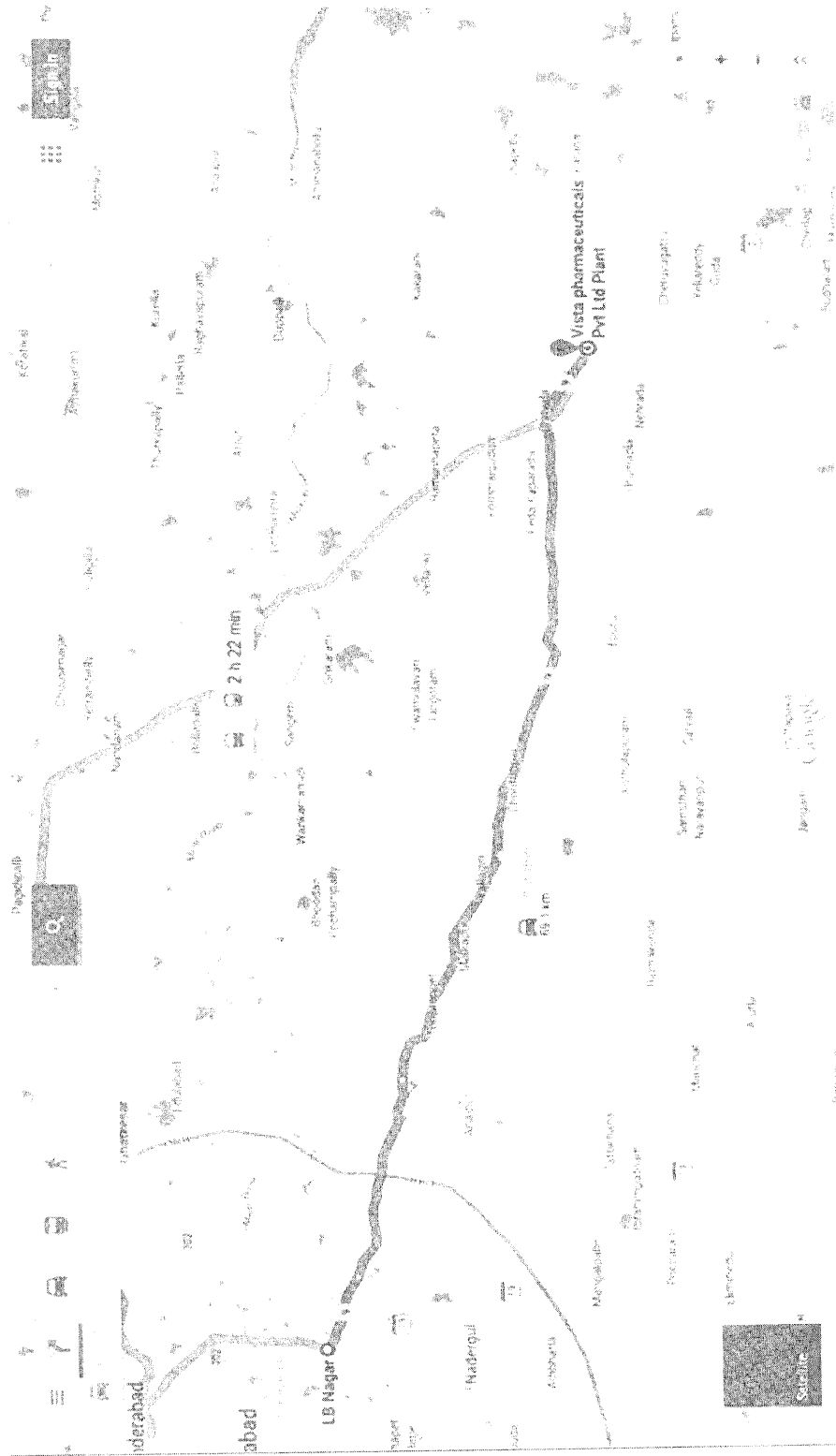
Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

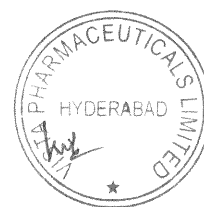


VISTA PHARMACEUTICALS LIMITED

Route MAP for the EGM



PRINTED MATTER
BOOK POST



If undelivered, please return to :

VISTA PHARMACEUTICALS LIMITED

Corporate Identity Number : L24239TG1991PLC012264

7-1-214/A/70, 1st Floor, Plot No. 85, Shivbagh,
Ameerpet, Hyderabad - 500 016, Telangana.

Ph. : 040-65581585, Fax : 040-23741585

Website : www.vistapharmaceuticals.com