

VISTA PHARMACEUTICALS LIMITED

BOARD OF DIRECTORS

Dr. Dhananjaya Alli	Managing Director (Promoter, Executive)
Dr. Stanley Prabhakar Reddy	Director (Promoter, Executive)
Mr. M. H. Rao	Director (Promoter, Non-Executive)
Mr. G. Narendra	Director (Independent, Non-Executive)
Ms. Vani Vatti	Director (Independent, Non-Executive)
Mr. K. Rajendra Prasad	Nominee Director APIDC
Mr. N.V. Chalapathi Rao	Additional Director

Key Managerial Personnel

Dr. Dhananjaya Alli	Managing Director
Ms. Lakshmi Adduri	Company Secretary
Mr. Suneel Pachipala	Chief Financial Officer

Corporate Identity Number: L24239TG1991PLC012264

Corporate Office

7-1-212/A/70, 1st Floor, Plot No. 85, Shivbagh,
Ameerpet, Hyderabad 500 016, Telangana
Ph. 040-65581585, Fax 040-23741585
Email: admin.hyd@vistapharmaceuticals.com
Website: www.vistapharmaceuticals.com

Registered Office

Corporate Identity Number: L24239TG1991PLC012264

Plot Nos. 10 to 14 and 16 to 20, APIIC Industrial Estate,
Chityal, Gopalaipalli Village, Narketpally Mandal,
Nalgonda District, Telangana.
Ph. 09291015956, Fax 08682-272551
E-mail: admin.hyd@vistapharmaceuticals.com
Website: www.vistapharmaceuticals.com

Statutory Auditors

M/s. PRV Associates
3-6-203, Himayatnagar
Hyderabad - 500029, Telangana.

Bankers

State Bank of India
Balkampet branch, Hyderabad 500038

State Bank of Hyderabad
Panjagutta, Hyderabad 500482

State Bank of Hyderabad,
Chityal Branch, Chityal, Nalgonda (District)

Alahabad Bank
Himayat nagar Branch, Hyderabad.

SHARE TRANSFER AGENTS & DEMAT REGISTRARS

M/s. Aarathi Consultants Private Limited,
H.No. 1-2-285, Domalguda, Hyderabad - 500 029, Telangana.
Ph. Nos. 040-27634445 /27638111 / 27642217 Fax No.040-27632184
E-mail:info@aarathiconsultants.com.

WEBSITE:

www.vistapharmaceuticals.com

Compliance officer

Ms. Lakshmi Adduri
Company Secretary

IMPORTANT COMMUNICATION TO MEMBERS	
<p>1. 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 the 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 who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the following addresses.</p>	
<p><u>Corporate Office:</u> 7-1-212/A/70, 1st Floor, Plot No. 85 Shivbagh, Ameerpet Hyderabad 500 016, Telangana Ph. 040-65581585, Fax 040-23741585 Email: admin.hyd@vistapharmaceuticals.com</p>	<p><u>Aarathi Consultants Private Ltd</u> Registered Office : H.No. 1-2-285, Domalguda Hyderabad 500029, Telangana Ph. Nos. 040-27634445/27638111/27642217 Fax No. 040-27632184 E-mail: info@aarathiconsultants.com</p>
<p>2. SEBI has made it mandatory for every participant in the Securities/Capital Market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with photocopy of both sides of PAN card, duly attested to the Demat Registrar and Share Transfer Agent of the Company, M/s Aarathi Consultants Private Limited as above.</p>	

Corporate Office:

7-1-212/A/70, 1st Floor, Plot No. 85
Shivbagh, Ameerpet
Hyderabad 500 016, Telangana
Ph. 040-65581585, Fax 040-23741585
Email: admin.hyd@vistapharmaceuticals.com

Aarathi Consultants Private Ltd

Registered Office :
H.No. 1-2-285, Domalguda
Hyderabad 500029, Telangana
Ph. Nos. 040-27634445/27638111/27642217
Fax No. 040-27632184
E-mail: info@aarathiconsultants.com

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 24th Annual General Meeting of the Members of M/s Vista Pharmaceuticals Limited will be held on MONDAY, the 7th day of September, 2015 at 11.30 A.M at the Registered office of the Company i.e., Plot Nos. 10 to 14 and 16 to 20 APIIC Industrial Estate, Gopalaipalli Village, Narketpally Mandal, Nalgonda District, Telangana to transact the following business.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the audited financial statements for the year ended 31st March, 2015 along with Notes, Directors' Report and Auditors' Report thereon.
- 2) To appoint a Director in place of Mr. Mallem Hanumantha Rao who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To ratify the appointment of Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and as approved by the Board of Directors, the Company hereby ratifies the appointment of M/s. PVR Associates, Chartered Accountants (Firm Registration No. 006447S), as the Statutory Auditors of the Company to hold office from the conclusion

of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors of the Company."

Special Business:

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

"RESOLVED THAT Mr. N.V. Chalapathi Rao (DIN 03270178), who was appointed as an Additional Director of the Company with effect from 06th February, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from Mr. N.V. Chalapathi Rao himself proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company."

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

"RESOLVED THAT pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Dr. Dhananjaya Alli (DIN 00610909), be and is hereby reappointed as Managing Director of the Company for a period of Five years with effect from September 7th, 2015 subject to retirement by rotation, on the remuneration and terms and conditions as set out in the explanatory statement annexed."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any year during his tenure, Dr. Dhananjaya Alli be paid minimum remuneration as provided in Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT for the purposes of giving effect to the re-appointment, any of the Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be deemed or considered necessary or desirable for such purpose."

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

"RESOLVED THAT pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mr. N.V. Chalapathi Rao (DIN 03270178), be and is hereby reappointed as Director of the Company for a period of Five years with effect from September 7th, 2015 subject to retirement by rotation, on the remuneration and terms and conditions as set out in the explanatory statement annexed."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any year during his tenure, Mr. N.V. Chalapathi Rao be paid minimum remuneration as provided in Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT for the purposes of giving effect to the re-appointment, any of the Directors of the Company be and is

hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be deemed or considered necessary or desirable for such purpose."

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

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

Place: Hyderabad
Date: 10.08.2015

Registered Office

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

Notes

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A statement giving the relevant details of the Directors seeking appointment and re-appointment under the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith. The Directors have furnished the requisite declarations for their appointment/re-appointment.
3. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.**
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days notice in writing is given to the Company
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from 31st August, 2015 to 07th September, 2015 (both days inclusive).
11. Any director himself or any member intending to propose any person as a director other than a retiring director, has to give a notice as to his intention to propose him/her as a candidate for that office not less than 14 (fourteen) days before the meeting along with deposit of Rs.1,00,000 (Rupees One Lakh).
12. Members holding shares in dematerialized form (electronic form) are requested to intimate any changes in their respective addresses, bank mandates etc., directly to their respective Depository Participants
13. 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

14. The Notice of the AGM along with the Annual Report 2014-15 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.

15. Voting through electronic means:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide facility to the members to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by CDSL.

The instructions for e-voting are as under:

- i. The voting period begins at 9 A.M. on 4th September, 2015 and ends at 5 P.M. on 6th September, 2015 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. 01st September, 2015 (End of Day) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on the "Shareholders" tab.
- iv. Now select the "VISTA PHARMACEUTICALS LIMITED" from the drop down menu and click on "SUBMIT".
- v. Now enter your User-ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. The respective sequence number will be printed on the address sticker of the annual report cover sent to the shareholders
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
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).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- xii. Click on EVSN of VISTA PHARMACEUTICALS LIMITED
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Institutional Shareholders
 - a. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evoting.co.in> and register themselves as Corporates.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - 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.
- xx. In case you have any queries or issues regarding, you may refer the Frequently Asked Questions ("FAQ's") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
 - I. The Scrutinizers shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the

votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- II. The results shall be declared on or before the AGM of the Company. The results along with the Scrutinizer's Report shall be placed on the Company's website <http://www.vistapharmaceuticals.com/> and on the website of Aarthi Consultants Private Limited. Within two (2) days of passing of the resolutions at the AGM of the Company and be communicated to the Stock Exchanges.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
17. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

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

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4 of the accompanying Notice dated 10/08/2015.

ITEM NO. 4

Mr. N.V. Chalapathi Rao(DIN 03270178), was appointed as an Additional Director of the Company with effect from February 6th , 2015 by the Board of Directors under Section 161, 149 (1) of the Act and Article 94 of the Company's Articles of Association.

In terms of Section 161(1) of the Act, Mr. N.V. Chalapathi Rao holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from Mr. N.V. Chalapathi Rao signifying his intention to propose himself as a Director.

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

Except Mr. N.V. Chalapathi Rao, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

ITEM NO: 5

Dr. Dhananjaya Alli (DIN 00610909) was re-appointed as Chairman & Managing Director for a period of 5 years In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors, in its meeting held on August 10th 2015 has subject to the approval of the Members , re-appointed Dr. Dhananjaya Alli (DIN 00610909), as the Managing Director for a period of 5 years with effect from 7th September, 2015 with an annual remuneration in terms of the provisions of the Companies Act, 2013 including other allowances/perquisites and benefits. The Remuneration Committee shall be authorized to review and fix monthly salary and also determine performance linked incentives either on quarterly, half-yearly or yearly basis.

In case the Company has no profits or its profits

are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

As required by the Companies Act, 2013, approval of the members is being sought, for the re-appointment of Dr. Dhananjaya Alli, Managing Director.

Your Directors recommend that the said resolution may be passed as an Ordinary resolution.

None of the Directors /Key Managerial Personnel of the Company/their relatives except Dr. Dhananjaya Alli is interested or concerned in the said resolution. None of the Directors are related inter-se.

Item No: 6

Mr. N.V.Chalapathi Rao (DIN 03270178)) was appointed as Additional Director w.e.f 06.02.2015 The Board of Directors, in its meeting held on August 10, 2015 proposes to appoint Mr. N.V. Chalapathi Rao, as Whole Time -Director for a period of 5 years with effect from September 7th with an annual remuneration in terms of the provisions of the Companies Act, 2013 including other allowances/perquisites and benefits. The Remuneration Committee shall be authorised to review and fix monthly salary and also determine performance linked incentives either on quarterly, half-yearly or yearly basis

In case the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

As required by the Companies Act, 2013, approval of the members is being sought, for the appointment of N.V. Chalapathi Rao as Whole Time Director.

Your Directors recommend that the said resolution may be passed as an Ordinary resolution.

None of the Directors /Key Managerial Personnel of the Company/their relatives except N.V. Chalapathi Rao is interested or concerned in the said resolution. None of the Directors are related inter-se.

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

Sd/-
Dr. Dhananjaya Alli

Place: Hyderabad
Date: 10.08.2015

Managing Director
DIN No: 00610909

**Brief profile of Directors Retiring at the Annual General Meeting of the Company
(As per Clause 49 of the Listing Agreement)**

Name of the Director	Mr. Mallem Hanumantha Rao	Mr. N.V. Chalapathi Rao	Dr. Dhananjaya Alli
Date of Birth	23.05.1939	22-06-1952	12-06-1950
Date of Appointment	16.06.1993	06-02-2015	01-12-1994
Expertise in specific functional areas	General management & Marketing (14 Years)	Manufacturing & General management	Pharmaceutical Industry
Qualifications	BA.BL(ML)	M.Pharm	Ph.D., & MS in Pharma
List of other companies in which directorship is held as on March 31, 2015	NIL	Nil	Nil
Chairman/Member of the Committees of the Board of the Companies in which he/she is a director as on March 31, 2015	NIL	Nil	Nil
Equity Shares held in the Company	20000	Nil	20