



VISTA PHARMACEUTICALS LTD

CIN: L24239TG1991PLC012264

Plot Nos.10 To 14 And 16 To 20, Apiic, Industrial Estate, Chityal, Gop Alaipalli Na,
Telangana -508254, India

e-mail: admin.hyd@vistapharmaceuticals.com www.vistapharmaceuticals.com

30th May, 2023, Hyderabad.

To
The General Manager,
Listing Department,
BSE Limited,
1st Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street Fort,
Mumbai-400001

Dear Sir/Ma'am,

Sub: Submission of Annual Secretarial compliance Report for the Year ended 31st March, 2023.

Ref: Company Scrip Code: 524711

Dear Sir/Madam,

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and SEBI Circular No. CIR/CFD/CMD/27/2019 dated February 8, 2019, please find enclosed herewith copy of Annual Secretarial Compliance Report dated May 30, 2023 for the Financial Year 2022-23 issued by our Secretarial Auditor, N.V.S.S. Suryanarayana, Practicing Company Secretary.

This is for your kind information & update the same on your records.

Thanking You,
for Vista Pharmaceuticals Limited

Dhananjaya Alli
Managing Director
DIN: 00610909

**Secretarial Compliance Report of VISTA PHARMACEUTICALS LTD.
(L24239TG1991PLC012264)
For the Year Ended 31st March, 2023
(Pursuant to Regulation 24A (2) read with SEBI (Listing Obligations and
Disclosure Requirements)
(Second Amendment) Regulations, 2021. w.e.f. 05/05/2021**

To,
The Members,
VISTA PHARMACEUTICALS LTD.
Plot Nos.10 TO 14 and 16 TO 20,
APIIC, Industrial Estate, Chityal,
GOP Alaipalli - 508254,
Telangana.

I, N.V.S.S. Suryanarayana, Practicing Company Secretary (FCS No. 5868, Certificate of Practice No. 2886) have examined:

- (a) all the documents and records made available to us and explanation provided by **VISTA PHARMACEUTICALS LTD.** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the Financial Year ended 31.03.2023 of ("Review Period") in respect of compliance with the provisions:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

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COMPANY SECRETARY IN PRACTICE

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the listed entity during the Review period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the listed entity during the Review period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the listed entity during the Review period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the listed entity during the Review period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016; **(Not applicable to the listed entity during the Review period)**
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; **(Not applicable to the listed entity during the Review period)**
- (k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018; and circulars/guidelines issued thereunder;

COMPANY SECRETARY IN PRACTICE

(I) We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI●	Yes	
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">● The Listed entity is maintaining a functional website	Website not updated as	During the review, we identified that the website is not updated as per the requirement and

	<ul style="list-style-type: none">● Timely dissemination of the documents/ information under a separate section on the website <p>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</p>	required under the regulations	informed the company on the same. The Company is in the process of updation of the website with all the requisite data.
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	(a) YES (b) YES	
6.	Preservation of Documents: The listed entity is preserving and		

	maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.	YES	
7. Performance Evaluation:	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	
8. Related Party Transactions:	(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee	(a)YES (b)NA	(a) - (b) Please refer point no.8(a)
9. Disclosure of events or information:	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule	YES	-

	III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.		
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11	Actions taken by SEBI or Stock Exchange(s), if any: Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	No action taken during the review period
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	Not Applicable as no instances of Non Compliances were observed

* Observations/Remarks by PCS are mandatory If the Compliance status is provided as 'No' or 'NA'

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COMPANY SECRETARY IN PRACTICE

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	The auditor of the Company has not resigned during the period under review.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>	NA	The auditor had no concern with the management

COMPANY SECRETARY IN PRACTICE

	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and</p>		<p>of the Company/ material subsidiary and has not proposed to resign during the period under review.</p> <p>Further, there has been no instance where the Company / its material subsidiary has not provided information as required by the auditor.</p>
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COMPANY SECRETARY IN PRACTICE

	<p>communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
	iii.		
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	<p>The auditor of the Company has not resigned during the year under review.</p>

- a. The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matters as specified below:

Sr No	Compliance Requirement (Regulations/circulars/guidelines including	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks

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COMPANY SECRETARY IN PRACTICE

	specific clause)									
Annexure - A										

- b. The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Sr No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
Not applicable										

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N. V. S. S. Suryanarayana Rao
Company Secretary in Practice
Membership Number: 5868
Certificate of Practice Number: 2886
Peer review Certificate No. 1506/2021
UDIN: A005868E000430864

Hyderabad, 30th May 2023

Annexure- A

S r N o	Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 13(3) of SEBI (LODR) Regulations, 2015	Regulation 13(3)	submit Statement of investor compliant under Regulation 13(3) in XBRL Mode only for the quarter ended September 30, 2022.	BSE	Fine	Company has submitted investor complaints through Corporate Announcement tab but not submitted investor complaints in XBR 30, 2022.	As specified in the notice	The company has delayed in the complying with the regulation and BSE had levied the fine for non-compliance	The company had paid the fine and the respective compliance is made.	The compliance to this regulation is completed.
2	Regulation 32(1) of SEBI (LODR) Regulations, 2015	Regulation 32(1)	Non-submission of Statement of Deviation(s) or Variation(s) for the quarter ended December 31, 2022.	BSE	Fine	Non-submission of Statement of Deviation(s) or Variation(s) for the quarter ended December 31, 2022.	As specified in the notice	The company has delayed in the complying with the regulation and BSE had levied the fine for non-compliance	The company had paid the fine and the respective compliance is made.	The compliance to this regulation is completed.
3	Regulation 31 (1) of SEBI SEBI (LODR) Regulations, 2015	Regulation 31 (1)	Non submission of Shareholding Pattern for the Quarter ended June 30, 2022	BSE	Fine	Non submission of Shareholding Pattern for the Quarter ended June 30, 2022	As specified in the notice	The company has delayed in the complying with the regulation and BSE had levied the fine for	The company had paid the fine and the respective compliance is made.	The compliance to this regulation is completed.

								non-compliance		
4	Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018	Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018	Non submission of Reconciliation of Share Capital Audit Report of the Company for the Quarter ended June 30, 2022.	BSE	Fine	Non submission of Reconciliation of Share Capital Audit Report of the Company for the Quarter ended June 30, 2022.	As specified in the notice	The company has delayed in the complying with the regulation and BSE had levied the fine for non-compliance	The company had paid the fine and the respective compliance is made.	The compliance to this regulation is completed.
5	Regulation 31(4) of SEBI (SAST) Regulations, 2011	Regulation 31(4)	promoters have not filed the declaration under reg. 31(4) of SEBI SAST Regs., with the Exchange for the year ended March,2023	BSE	Fine	promoters have not filed the declaration under reg. 31(4) of SEBI SAST Regs., with the Exchange for the year ended March,2023	As specified in the notice	The company has delayed in the complying with the regulation and BSE had levied the fine for non-compliance	The company had paid the fine and the respective compliance is made.	The compliance to this regulation is completed.
6	Regulation 46 and 62 of SEBI (LODR)Regulations 2015	46 and 62	Non-submission of information required under Regulation 46 and 62 of SEBI (LODR), 2015	BSE	-	the listed entities are required to maintain a functional website containing basic information about the Company.		The company has not maintained the functional website and the necessary compliance towards the same is not made	The company website was technically down and couldn't be updated with all the details due to technical issues. The management is revived the website and is in the process of updating the details.	Since the management is in the process of updating the details, the compliance to this extend is yet to be complied with.
7	Regulation 27(2)(a) of SEBI(LODR)	Regulation 27(2)(a)	the listed entity shall submit a quarterly compliance report on	BSE	Fine	Quarterly Compliance Report on Corporate Governance	As speci	The company has delayed in	The company had paid the fine and the	The compliance

	Regulations 2015		corporate governance in the format as specified by the Board from time to time to the recognised stock exchange(s) within twenty-one days from the end of each quarter.				fied in the notice	the complying with the regulation and BSE had levied the fine for non-compliance	respective compliance is made.	to this regulation is completed.
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