

SCHEME OF REDUCTION OF CAPITAL

BETWEEN

**M/s. VISTA PHARMACEUTICALS LIMITED
AND
ITS MEMBERS**

PART I

1. GENERAL

The Scheme of Reduction of Capital (herein after referred to as "Scheme") is made pursuant to the provisions of Sections 100-103 r/w section 94 and other relevant provisions of the Companies Act, 1956.

2. DEFINITIONS

In the Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meanings given below, and applicable to both sections, unless otherwise stated specifically.


"Act" or **"the Act"** means the Companies Act, 1956 or any amendments thereto or re-enactment thereof.

"Board" means Board of Directors of the Company, as the case may be.

"Company" means 'VISTA PHARMACEUTICALS LIMITED'

"Effective Date" shall be the last of the following dates or such other dates as the Court may direct, namely:

The date on which certified copies of the order of the High Court of Andhra Pradesh under Sections 100-103 r/w 94 of the Act are filed with the Registrar of Companies, Andhra Pradesh or the date on which last of the consents, approvals, sanctions and/or orders as are hereinafter referred to in paragraph 7 of this Scheme have been obtained, whichever is later.

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“**Equity Shares**” means fully paid equity shares of Rs. 10/- each issued by the Company, till the effective date and post effective date, the Equity shares means fully paid Equity shares of Rs. 2/- each.

“**High Court**” means the High Court of Judicature of Andhra Pradesh at Hyderabad.

“**PROMOTERS**” means and include Dr Dhananjaya Alli and associates who promoted the Company.

“**Record Date**” means the date to be fixed by the Board of Directors or a Committee of the Company and for the purpose of determining the members of the Company to whom shares of the Company will be exchanged pursuant to this Scheme.

“**Scheme**” means this Scheme of Reduction of Capital of the Company, in its present form or with any modification(s) approved or directed by the Hon’ble High Court of Andhra Pradesh.

“**Shareholder**” means a person holding Equity Shares, who is registered as a member in the Register of Members of the Company on such dates as specified in the Scheme.

PART- II

1. SHARE CAPITAL STRUCTURE:

The share capital of the Company as on 31/03/2012, the date of last Audited Financial Statements, is as under:

Particulars	Particulars	Amount in Rs.
AUTHORISED CAPITAL	1,50,00,000 Equity Shares of Rs. 10 each.	15,00,00,000
ISSUED and SUBSCRIBED CAPITAL	1,50,00,000 Equity Shares of Rs. 10 each.	15,00,00,000
PAID UP CAPITAL	1,50,00,000 Equity Shares of Rs. 10 each.	15,00,00,000

2. MAIN OBJECTS OF THE COMPANY:

To carry on the business of Manufacture, formulate and process all kinds of Pharmaceutical Drugs and its allied products, as detailed in Main Objects Clause III of Memorandum of Association of the Company

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3. FINANCIAL PERFORMANCE OF THE COMPANY:

As per latest Audited Financial Statements of the Company, as on 31/03/2012, the following is the summary:

(Rs. lacs)

PATICULARS	AMOUNT
Paid up Capital	1500.00
Share premium	358.69
Secured Loans	Nil
Unsecured loans	Nil
Current liabilities	591.23
Current Assets	166.29
Fixed Assets (Net)	1296.48
Revenue	362.93
Expenditure	571.04
Loss for the year	166.30
Accumulated Losses	1099.91

PART – III

THE SCHEME: The Scheme includes the following:

1. REDUCTION OF FULLY PAID EQUITY SHARES :

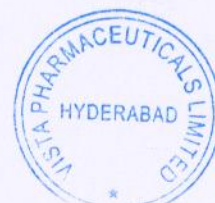
The Scheme seeks to reduce or otherwise alter the issued, subscribed and paid up capital of the Company and the same will therefore remain altered as a result of the Scheme.

On the effective date and after securing necessary approvals and permissions, the Company shall reduce its fully paid up equity share capital from Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 5,00,00,000 (Rupees Five Crores) divided into 50,00,000 (Fifty Lakhs only) equity shares of Rs.10/- (Rupees Ten only) each, whereby 2/3rd of shares are extinguished out of total paid up capital of the company.

2. SPLITTING OF EQUITY SHARES OF RS. 10/- EACH INTO RS. 2/- EACH

It is also proposed, on effective date, pursuant to reduction of capital, each of the paid shares of Rs. 10/- (Rupees Ten only) each is split into Rs.2/- (Rupees Two only) per share.

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Accordingly, after effective date of the Scheme, every Equity Share of Rs.10/- paid up shall be deemed to be paid up only to the extent of Rs 2/- per Equity Share. Accordingly number of shares shall be held by shareholders will be altered as under:

A share holder who is holding 100 Equity Shares of Rs. 10/- each aggregating to Rs.1,000/- shall hold (after reduction) 165 shares of Rs. 2/- each aggregating to Rs.330/-. The revised structure of the Share Capital of the Company shall be as specified in below mentioned clauses of the Scheme. The Company is not intending to call for any additional amount from any of the existing shareholders, after reduction of capital, as per the present scheme.

FOR BETTER UNDERSTANDING AND CLARITY A SHARE HOLDER IN VISTA PHARMACEUTICALS LIMITED WILL BE HOLDING SHARES AS MENTIONED BELOW:

S.No	Particulars	No of Shares	Paid up per Share Rs.	Total Value Rs.
1.	Before Scheme	100	10	1,000
2	After reduction of capital	165	2	330

3. THE PROPOSED RESTRUCTURING OF CAPITAL BY REDUCTION OF CAPITAL UNDER SECTION 100 r/w 94 OF COMPANIES ACT, 1956 OF THE COMPANY SHALL BE REFLECTED IN THE BOOKS OF ACCOUNTS OF THE COMPANY IN THE FOLLOWING MANNNER AS ON EFFECTIVE DATE.

Particulars	As on 31.03.2012	As on Effective Date
I) Restructuring of Capital by Reduction & Splitting of par value of each share		
Authorized Share Capital		
a) No. of shares	1,50,00,000 of Rs 10/- each	7,50,00,000 of Rs 2/- each
b) Amount	Rs. 15,00,00,000/-	Rs. 15,00,00,000/-

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Issued, Subscribed and Paid up Capital			
a) No. of Shares		1,50,00,000 of Rs 10/- each	2,50,00,000 of Rs 2/- each
b) Additional Shares to be issued		Nil	Nil
c) Total paid up share capital		Rs. 15,00,00,000/-	Rs. 5,00,00,000/-
i) Profit and Loss Account (Debit Balance)		Rs. 10,99,91,165	Rs. 99,91,165
ii) Capital Reserve Account		Rs. 95,95,000	Rs. 95,95,000
iii) Securities Premium Reserve		Rs. 3,58,69,875	Rs.3,58,69,875
iv) Capital Reduction Account		Nil	Nil

4. PRE & POST APPROVAL OF SCHEME, THE SHARE HOLDING PATTERN OF THE COMPANY SHALL BE IN THE FOLLOWING MANNER.

	Before Reduction of capital		After Reduction of capital		After splitting Par value of shares	
	No. of Shares of Rs. 10 each	% to Total	No. of Shares of Rs. 10 each	% to Total	No. of Shares of Rs. 2 each	% to Total
a) Promoters Group holding	40,30,477	26.87	13,43,486	26.87	67,17,462	26.87
b) Public Holding	1,09,69,523	73.13	36,49,841	73.00	1,82,82,538	73.13
TOTAL	1,50,00,000	100.00	50,00,000	100	2,50,00,000	100.00

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5. The Scheme is merely a reduction of capital of the company and its members under Section 100 to 103 and Splitting of Par Value of Equity Shares under Section 94 of the Act and does not envisage transfer or vesting of any properties and/or liabilities to or in favour of the Company.
6. The Scheme does not involve any conveyance or transfer of any property and consequently, further the order of the Hon'ble High Court of Andhra Pradesh approving the Scheme will not attract any stamp duty, under the Andhra Pradesh Stamp Act.
7. In case any member's holding in the Company is such that the member becomes entitled to a fraction of an equity share of the Company after reduction, the Company shall not issue fractional share certificates to such members but shall consolidate such fractions and issue consolidated equity shares to separate trustees nominated by the Company in that behalf, who shall sell such shares and distribute the net sale proceeds (after deduction of the expenses incurred) to the members respectively entitled to the same, in proportion to their respective fractional entitlements in the Company.
8. The shares certificates in relation to the shares held by Equity Shareholders whose names appear in the register of Members as on Record Date, shall, without any further application, act, instrument or deed, be deemed to have been automatically cancelled and new share certificates with the revised number of shares will be issued by the Company. It is clarified that the number of shares held in dematerialised form will be reduced automatically and it will be deemed that on such reduction, the shares were reduced in accordance with the Scheme.
8. The reduction of capital in the manner proposed will enable the Company to have a rational capital structure which is commensurate with its remaining business and assets.
9. The proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as a whole. Such reduction will also not cause any prejudice to the creditors of the Company. The reduction of capital does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid-up capital. The creditors of the Company are in no way affected by the proposed reduction of the share capital. Further, the proposed adjustment would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.

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Part IV

a) RATIONALE AND PURPOSE OF THE SCHEME

- a) As on 31.03.2012 as per the Audited Financial results of the Company, the total accumulated losses and share capital unrepresented by available assets of the Company are Rs 10,99,91,165/- as against the Paid-up equity share capital of Rs 15,00,00,000. Mere infusion of further funds into the Company will not benefit any existing share holder even if the Company registers profits in coming years since no dividend can be paid out of profits unless accumulated losses are wiped out. Under this Scheme the accumulated losses are reduced to the extent of reduction of capital. Under this Scheme, if approved, the Company will represent true financial position which would benefit both the Company, Institutions in general, and share holders in particular as their holding will yield better results and value.
- b) To improve the liquidity of shares for trading purposes, the par value of each equity share has been split into Rs. 2/- each.
- c) On the approval of the Scheme, by the Hon'ble High Court of AP, the words "and reduced" after name of the company may be dispensed with, as the company is a listed company.

b) IMPACT OF THE SCHEME ON EMPLOYEES/WORKERS:

If approved the Scheme shall not have any impact on the employees/workers of the Company and generally they may be benefited since true financial position of the Company would be improved and made clear.

c) IMPACT OF THE SCHEME ON CREDITORS/BANKS/FINANCIAL INSTITUTIONS.

If approved the Scheme of Arrangement shall not have any impact on the creditors/banks/financial institutions of the Company and generally they may be benefited since true and better financial position of the Company would be made out. Also there is no effect on the outstanding dues to creditors/banks/financial institutions and the charge on the assets of the Company shall continue in favour of secured creditors.

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d) LEGAL PROCEEDINGS

All legal or other proceedings by or against the Company pending and/or arising on or before the 'Effective Date' relating to the said Company including their property, rights powers, liabilities, debts, obligations and duties of the Company shall be continued and be enforced by or against Company as the case may be.

e) APPLICATION TO THE HIGH COURT OF ANDHRA PRADESH

This Scheme involves (i) reduction of share capital as contemplated by the Articles of Association of the Company, as per Article No 57. Approvals of the Hon'ble High Court of Andhra Pradesh pursuant to this Scheme under section 100 to 103 r/w 94 and other applicable provisions, if any, of the Companies Act 1956 are being sought as a measure of legal compliance, transparency, prudence and extra caution.

6. MODIFICATIONS / AMENDMENTS OF THE SCHEME.

The Company by its Directors (including a Committee of Directors constituted for this purpose) may affect or assent to any modification(s) or amendment(s) of the Scheme or agree to any terms and/or conditions which the Court and/or any modification or amendment to the Scheme or agree to any terms and/or conditions which the Court and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable by the Board of Directors of the Company for setting any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme or otherwise as may be considered to be in the best interest of the Company and its members and do all acts, deeds and things as may be necessary desirable or expedient for giving effect to the Scheme.

7. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

- a) The approval of the Stock exchange(s) by an 'Observation Letter'.
- b) The approval to the Scheme by the requisite majority of the members of the Company.
- b) The requisite resolutions under the applicable provisions of the Act including in particular Section 100 and other applicable provisions, if any, of the Act being passed by the members of the Company for any of the matters provided for or relating to the Scheme as may be necessary.

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- c) The sanction of the Hon'ble High Court of Judicature at Andhra Pradesh under the section 100 to 103 r/w 94 of the Act, being obtained.
- d) The requisite approval of the Reserve Bank of India and/or the Central Government being obtained under the provisions of Foreign Exchange Management Act, 1999 if any required, for the issue of shares pursuant to the Scheme to the non-resident Members of the Company.
- e) Any other sanction or approval of the Appropriate Authorities concerned, as may be considered necessary and appropriate by the Board of Directors of the Company being obtained and granted in respect of any of the matters for which such sanction or approval is required.

8. EFFECT OF NON-RECEIPT OF APPROVAL /SANCTIONS:

In the event of any of the aforesaid sanctions and approvals not being obtained and/or the Scheme not being sanctioned by the Hon'ble High Court of Andhra Pradesh and/or the order or orders not being passed as aforesaid the Scheme shall become null and void and Company shall bear and pay the costs, charges and expenses for/or in connection with the Scheme.

9. SEVERABILITY

If any part of the said Scheme hereof is ruled illegal or invalid by, or is not sanctioned by the Hon'ble High Court, or is unenforceable under present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of the said Scheme, and the said Scheme shall not be affected thereby, unless the deletion of such part shall cause the said Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in the said Scheme, as will best preserve for the parties the benefits and obligations of the said Scheme, including but not limited to such part.

10. EXPENSES CONNECTED WITH THE SCHEME.

All costs, charges and expenses in relation to or in connection with the Scheme and of carrying out and implementing/complementing the terms and provisions of this Scheme and/or incidental to the completion thereof in pursuance of the Scheme shall be borne and paid solely by the Company.

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Vista Pharmaceuticals Ltd

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REPORT OF THE AUDIT COMMITTEE ON SCHEME OF REDUCTION OF CAPITAL

February 12, 2013.

To
The Board of Directors,
VISTA PHARMACUTICALS LIMITED.

Sirs,

Sub: Report on Draft Scheme of Reduction of Capital

The Audit Committee, at its meeting held at 10.30 am on February 12, 2013, has considered the Draft Scheme of Reduction of Capital under Sections 100 to 103 r/w 94 of the Companies Act, 1956 (the "Act") proposed between the Company and its shareholders and creditors (the "Scheme") involving Reduction of capital of the Company and Splitting of par value of the share from Rs.10/- to Rs.2/- each.

The following are the observations made by the members of the Committee after due deliberations on the Scheme:

As per the Audited Financial results of the Company as on 31.03.2012, the total accumulated losses and share capital unrepresented by available assets of the Company are Rs 10,99,91,165 as against the Paid-up equity share capital of Rs 15,00,00,000. Mere infusion of further funds into the Company will not benefit any existing share holder even if the Company registers profits in coming years since no dividend can be paid out of profits unless accumulated losses are wiped out. Under this Scheme the accumulated losses are reduced to the extent of reduction of capital. If the Scheme is approved by the BSE, Hon'ble High Court, SEBI and such other authorities as may be applicable, the Company will represent true financial position which would benefit both the Company, Institutions in general, and share holders in particular as their holding will yield better results and value.

Splitting of par value of the share from Rs.10/- to Rs.2/- each will improve the liquidity of shares for trading purposes. And also it improves the earning per share as envisaged below:

S.No.	Particulars	pre Scheme	Post Scheme
1	No. of Shares	15000000	25000000
2	Par value	10	2
3	No. of Shares equivalent value of Rs.2/-	75000000	25000000
4	Networth	85,473,710	85,473,710
5	Book Value per share	5.69	NA
6	Book Value per share equivalent value of Rs.2/-	1.13	3.41

G. N. d.





Vista Pharmaceuticals Ltd

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Since the shareholders' funds of the Company comprising share capital is no longer be fully represented by assets of the Company and to reflect the true position and picture of the same, as an integral part of the

Scheme, the issued, subscribed and paid-up share capital of the Company shall stand reduced by an amount of Rs.10,00,00,000/- thereby paid up capital will stand at Rs. 5,00,00,000/- comprising of 2,50,00,000 equity shares of Rs.2- each considering the splitting of par value of the share from Rs.10/- to Rs.2/- each, without any further act or deed. The reduction shall be effected by reducing the paid up equity share capital of the Company on a proportionate basis from each equity share of Rs.10/- each which are issued and outstanding. Further to the aforesaid reduction of share capital of the Company, 100 equity shares so held by share holder will be reduced and shall be split into 165 equity shares of Rs.2/- each.

Hence, considering the above, the committee recommends the scheme to the Board for its approval and necessary action.

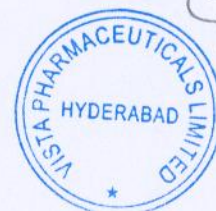
By and on behalf of the Audit Committee

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**G. Narendra
Chairman
Audit Committee**



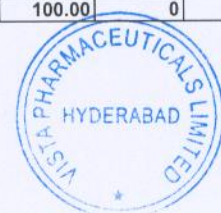
VISTA PHARMACEUTICALS LIMITED								
SHAREHOLDING PATTERN AS ON 31/12/2012(Pre Scheme)								
Category code	Category of Shareholder	Number of Shareholders	Total Number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of		Shares pledged or otherwise encumbered	
					As a Percentage of (A+B)1	As a Percentage of (A+B+C)	Number of Shares	As a percentage
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
a.	Individuals/Hindu Undivided Family	1	20	20	0	0	0	0
b.	Central Government/State Government(s)	0	0	0	0	0	0	0
c.	Bodies Corporate	0	0	0	0	0	0	0
d.	Financial Institutions/Banks	1	450000	450000	3.00	3.00	0	0
	Others :-							
e.	Mutual Funds	0	0	0	0	0	0	0
f.	Trusts	0	0	0	0	0	0	0
	Sub Total (A)(1)	2	450020	450020	3.00	3.00	0	0
(2)	Foreign	0	0	0	0	0	0	0
a.	Individuals (Non Resident Individuals/Foreign Indi	4	963000	963000	6.42	6.42	0	0
b.	Bodies Corporate	0	0	0	0	0	0	0
c.	Institutions	0	0	0	0	0	0	0
	Others :-							
d.	Overseas Corporate Bodies	1	2617457	2617457	17.45	17.45	0	0
	Sub Total (A)(2)	5	3580457	3580457	23.87	23.87	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	7	4030477	4030477	26.87	26.87	0	0
(B)	Public Shareholding	0	0	0	0	0	0	0
(1)	Institutions	0	0	0	0	0	0	0
a.	Mutual Funds/UTI	4	8500	0	0.06	0.06	0	0
b.	Financial Institutions/Banks	1	100	0	0	0	0	0
c.	Central Government/State Government(s)	0	0	0	0	0	0	0
d.	Venture Capital Funds	0	0	0	0	0	0	0
e.	Insurance Companies	0	0	0	0	0	0	0
f.	Foreign Institutional Investors	0	0	0	0	0	0	0
g.	Foreign Venture Capital Investors	0	0	0	0	0	0	0
	Others :-							
h.	Foreign Companies	0	0	0	0	0	0	0
	Sub Total (B)(1)	5	8600	0	0.06	0.06	0	0
(2)	Non-Institutions	0	0	0	0	0	0	0
a.	Bodies Corporate	103	256199	222899	1.71	1.71	0	0
b.	Individuals	0	0	0	0	0	0	0
	i.Individual shareholders holding nominal sha	0	0	0	0	0	0	0
	upto Rs.1 lakh	10596	2904780	1971995	19.37	19.37	0	0
	i.Individual shareholders holding nominal sha	0	0	0	0	0	0	0
	in excess of Rs.1 lakh	49	2236816	2196816	14.91	14.91	0	0
	Others :-							
c.	Non Resident Individuals	38	5561813	4788313	37.08	37.08	0	0
d.	Overseas Corporate Bodies	0	0	0	0	0	0	0
e.	Trusts	0	0	0	0	0	0	0
f.	Employees	0	0	0	0	0	0	0
g.	Clearing Members	5	1315	1315	0.01	0.01	0	0
h.	Foreign Nationals	0	0	0	0	0	0	0
	Sub Total (B)(2)	10791	10960923	9181338	73.07	73.07	0	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)	10796	10969523	9181338	73.13	73.13	0	0
	Total (A)+(B)	10803	15000000	13211815	100.00	100.00	0	0
(C)	Shares held by Custodians and against Depository Receipts have been issued	0	0	0	0	0	0	0
	Grand Total (A)+(B)+(C)	10803	15000000	13211815	100.00	100.00	0	0



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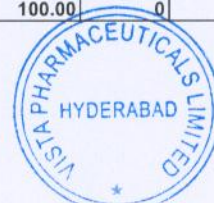
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VISTA PHARMACEUTICALS LIMITED								
SHAREHOLDING PATTERN AS ON ON Effective date considering Reduction only Post Scheme								
Category code	Category of Shareholder	Number of Shareholders	*Total Number of shares- Post Scheme Reduction only(*Tentative Numbers)	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a Percentage of (A+B)1	As a Percentage of (A+B+C)	Number of Shares	As a percentage
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
a.	Individuals/Hindu Undivided Family	1	7	7	0	0	0	0
b.	Central Government/State Government(s)	0	0	0	0	0	0	0
c.	Bodies Corporate	0	0	0	0	0	0	0
d.	Financial Institutions/Banks	1	150000	150000	3.00	3.00	0	0
	Others :-		0	0				
e.	Mutual Funds	0	0	0	0	0	0	0
f.	Trusts	0	0	0	0	0	0	0
	Sub Total (A)(1)	2	150007	150007	3.00	3.00	0	0
			0	0				
			0	0				
			0	0				
(2)	Foreign	0	0	0	0	0	0	0
a.	Individuals (Non Resident Individuals/Foreign Indi	4	321000	321000	6.42	6.42	0	0
b.	Bodies Corporate	0	0	0	0	0	0	0
c.	Institutions	0	0	0	0	0	0	0
	Others :-							
d.	Overseas Corporate Bodies	1	872486	872486	17.45	17.45	0	0
	Sub Total (A)(2)	5	1193486	1193486	23.87	23.87	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	7	1343493	1343492	26.87	26.87	0	0
(B)	Public Shareholding	0	0	0	0	0	0	0
(1)	Institutions	0	0	0	0	0	0	0
a.	Mutual Funds/UTI	4	2833	0	0.06	0.06	0	0
b.	Financial Institutions/Banks	1	33	0	0	0	0	0
c.	Central Government/State Government(s)	0	0	0	0	0	0	0
d.	Venture Capital Funds	0	0	0	0	0	0	0
e.	Insurance Companies	0	0	0	0	0	0	0
f.	Foreign Institutional Investors	0	0	0	0	0	0	0
g.	Foreign Venture Capital Investors	0	0	0	0	0	0	0
	Others :-							
h.	Foreign Companies	0	0	0	0	0	0	0
	Sub Total (B)(1)	5	2866	0	0.06	0.06	0	0
(2)	Non-Institutions	0	0	0	0	0	0	0
a.	Bodies Corporate	103	85400	74300	1.71	1.71	0	0
b.	Individuals	0	0	0	0	0	0	0
	i. Individual shareholders holding nominal sha	0	0	0	0	0	0	0
	upto Rs.1 lakh	10596	968260	657332	19.37	19.37	0	0
	i. Individual shareholders holding nominal sha	0	0	0	0	0	0	0
	in excess of Rs.1 lakh	49	745605	732272	14.91	14.91	0	0
	Others :-							
c.	Non Resident Individuals	38	1853938	1596104	37.08	37.08	0	0
d.	Overseas Corporate Bodies	0	0	0	0	0	0	0
e.	Trusts	0	0	0	0	0	0	0
f.	Employees	0	0	0	0	0	0	0
g.	Clearing Members	5	438	438	0.01	0.01	0	0
h.	Foreign Nationals	0	0	0	0	0	0	0
	Sub Total (B)(2)	10791	3653641	3060446	73.07	73.07	0	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)	10796	3656507	3060446	73.13	73.13	0	0
	Total (A)+(B)	10803	5000000	4403938	100.00	100.00	0	0
(C)	Shares held by Custodians and against Depository Receipts have been issued	0	0	0	0	0	0	0
	Grand Total (A)+(B)+(C)	10803	5000000	4403938	100.00	100.00	0	0



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VISTA PHARMACEUTICALS LIMITED								
SHAREHOLDING PATTERN AS ON ON Effective date considering Reduction & split_Post Scheme								
Category code	Category of Shareholder	Number of Shareholders	*Total Number of shares-Post Scheme_Reduction & split(*Tentative Numbers)	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a Percentage of (A+B)1	As a Percentage of (A+B+C)	Number of Shares	As a percentage
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
a.	Individuals/Hindu Undivided Family	1	33	33	0	0	0	0
b.	Central Government/State Government(s)	0	0	0	0	0	0	0
c.	Bodies Corporate	0	0	0	0	0	0	0
d.	Financial Institutions/Banks	1	750000	750000	3.00	3.00	0	0
	Others :-							
e.	Mutual Funds	0	0	0	0	0	0	0
f.	Trusts	0	0	0	0	0	0	0
	Sub Total (A)(1)	2	750033	750033	3.00	3.00	0	0
(2)	Foreign	0	0	0	0	0	0	0
a.	Individuals (Non Resident Individuals/Foreign Individuals)	4	1605000	1605000	6.42	6.42	0	0
b.	Bodies Corporate	0	0	0	0	0	0	0
c.	Institutions	0	0	0	0	0	0	0
	Others :-							
d.	Overseas Corporate Bodies	1	4362428	4362428	17.45	17.45	0	0
	Sub Total (A)(2)	5	5967428	5967428	23.87	23.87	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	7	6717462	6717462	26.87	26.87	0	0
(B)	Public Shareholding	0	0	0	0	0	0	0
(1)	Institutions	0	0	0	0	0	0	0
a.	Mutual Funds/UTI	4	14167	0	0.06	0.06	0	0
b.	Financial Institutions/Banks	1	167	0	0	0	0	0
c.	Central Government/State Government(s)	0	0	0	0	0	0	0
d.	Venture Capital Funds	0	0	0	0	0	0	0
e.	Insurance Companies	0	0	0	0	0	0	0
f.	Foreign Institutional Investors	0	0	0	0	0	0	0
g.	Foreign Venture Capital Investors	0	0	0	0	0	0	0
	Others :-							
h.	Foreign Companies	0	0	0	0	0	0	0
	Sub Total (B)(1)	5	14334	0	0.06	0.06	0	0
(2)	Non-Institutions	0	0	0	0	0	0	0
a.	Bodies Corporate	103	426998	371498	1.71	1.71	0	0
b.	Individuals	0	0	0	0	0	0	0
	i.Individual shareholders holding nominal share upto Rs.1 lakh	10596	4841300	3286658	19.37	19.37	0	0
	i.Individual shareholders holding nominal share in excess of Rs.1 lakh	49	3728026	3661360	14.91	14.91	0	0
	Others :-							
c.	Non Resident Individuals	38	9269688	7980522	37.08	37.06	0	0
d.	Overseas Corporate Bodies	0	0	0	0	0	0	0
e.	Trusts	0	0	0	0	0	0	0
f.	Employees	0	0	0	0	0	0	0
g.	Clearing Members	5	2192	2192	0.01	0.01	0	0
h.	Foreign Nationals	0	0	0	0	0	0	0
	Sub Total (B)(2)	10791	18268204	15302230	73.07	73.07	0	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)	10796	18282538	15302230	73.13	73.13	0	0
	Total (A)+(B)	10803	25000000	22019692	100.00	100.00	0	0
(C)	Shares held by Custodians and against Depository Receipts have been issued	0	0	0	0	0	0	0
	Grand Total (A)+(B)+(C)	10803	25000000	22019692	100.00	100.00	0	0



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ANNEXURE I

The financial details of the company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: VISTA PHARMACEUTICALS LIMITED

(Rs. in Crores)

	As per last Unaudited Financials for the year ending December 2012	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
		2011-12	2010-11	2009-10
Equity Paid up Capital	15.00	15.00	15.00	15.00
Reserves and surplus	4.54	4.54	4.54	4.54
Carry forward losses	10.88	10.99	9.33	9.04
Net Worth	8.66	8.55	10.21	10.51
Miscellaneous Expenditure	Nil	Nil	Nil	Nil
Secured Loans	Nil	Nil	Nil	Nil
Unsecured Loans	Nil	Nil	Nil	Nil
Fixed Assets	12.59	12.96	13.48	6.41
Income from Operations				
Total Income	5.69	3.63	5.67	0.81
Total Expenditure	5.58	5.17	5.97	2.15
Profit before Tax	0.11	(-)1.54	(-)0.29	(-)1.35
Profit after Tax	0.11	(-) 1.66	(-)0.29	(-)1.35
Cash profit	0.59	(-) 0.92	0.23	(-) 1.06
EPS	0.08	(-) 1.11	(-)0.19	(-) 0.90
Book value	5.80	5.7	6.80	7.00



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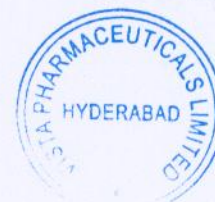
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ANNEXURE II

Compliance Report on Corporate Governance

Name of the Company : **VISTA PHARMACEUTICALS LTD.**
 Quarter ending on : **31-12-2012.**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	YES	
(A) Composition of Board	49 (IA)	YES	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	YES	
(C) Other provisions as to Board and Committees	49 (IC)	YES	
D) Code of Conduct	49 (ID)		
II. Audit Committee	49 (II)	YES	
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee	49 (IIB)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49 (IID)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	N.A	
III. Subsidiary Companies	49 (III)		
IV. Disclosures	49 (IV)	YES	
(A) Basis of related party transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A	Will be Complied in the Annual Report 2012-2013
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	YES	Will be Complied in the Annual Report 2012-2013
(E) Remuneration of Directors	49 (IV E)	YES	-do-
(F) Management	49 (IV F)	YES	-do-
(G) Shareholders	49 (IV G)	YES	-do-
V.CEO/CFO Certification	49 (V)	YES	-do-
VI. Report on Corporate Governance	49 (VI)	YES	-do-
VII. Compliance	49 (VII)	YES	Will be Complied in the Annual Report 2012-2013

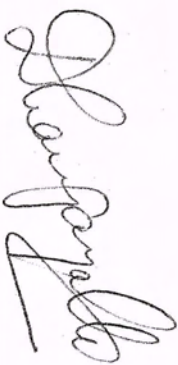


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(1)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

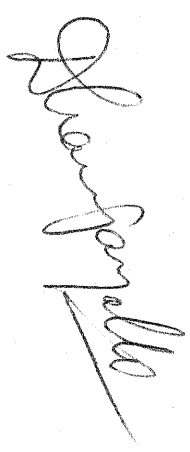
Sr No	Name of the Shareholders	Details of Shares held			Encumbered shares ^(*)			Details of warrants			Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of Shares	As a % of grand Total (A)+(B)+(C)	Number	As a Percentage (V)/III*100	As a % of grand total (A)+(B)+(C) of sub-clause (j)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of Convertible securities held	As a % total number of securities of the same class			
(i)	(ii)	(iii)	(iv)	(v)	(vi)= (v)/III*100	(vii)	(viii)	(ix)	(x)	(xi)	(xii)		
1	VISTA PHARMACEUTICALS INC	2617457	17.45	0	0	0	0	0	0	0	17.45		
2	APIDC	450000	3	0	0	0	0	0	0	0	3		
3	PADMAVATHI ALLI	278200	1.85	0	0	0	0	0	0	0	1.85		
4	VAMSI V ALLI	250000	1.67	0	0	0	0	0	0	0	1.67		
5	VASANT V ALLI	230000	1.53	0	0	0	0	0	0	0	1.53		
6	ROSHNI ALLI	204800	1.37	0	0	0	0	0	0	0	1.37		
7	DHANANJAYA ALLI	20	0	0	0	0	0	0	0	0	0		
Total:		4030477	26.87	0	0	0	0	0	0	0	26.87		

(*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011.



(i) (C) (i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr No	Name of the Shareholders	Number of Shares held	Shares as a percentage of total number of shares(i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of Convertible securities held	As a % total number of securities of the same class	
1	BOJJA SREENIVASULU	1603979	10.69	0	0	0	0	10.69
2	GOPAL DASARI	1603000	10.69	0	0	0	0	10.69
3	KESHAVA MURTHY SHIVA SHANKAR	1563395	10.42	0	0	0	0	10.42
4	SURESH GADALEY	545181	3.63	0	0	0	0	3.63
5	RAJENDAR BALAKRISHNA	420000	2.8	0	0	0	0	2.8
6	KAMAAL GADALAY	319381	2.13	0	0	0	0	2.13
7	NAVEEN P MALVAY	221165	1.47	0	0	0	0	1.47
	Total:	6276101	41.83	0	0	0	0	41.83



D10

(i) (c) (ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

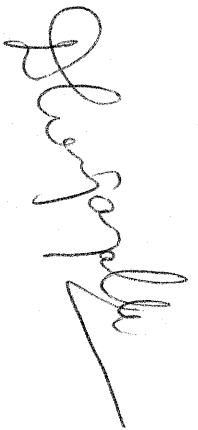
Sr No	Name(s) of the Shareholder(s) and Persons Acting in Concert (PAC) with them	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total in Statement at para (A)-(B)+(C) indicated in Statement at para (i)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of securities of the same class	
1	BOJA SREENIVASULU	1603979	10.65	0	0	0	0	10.65
2	GOPAL DASARI	1803006	10.68	0	0	0	0	10.68
3	KESHAVA MURTHY SHIVA SHANKAR	1563395	10.42	0	0	0	0	10.42
Total:		4770374	31.8	0	0	0	0	31.8

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D1(B)

(I)(d) Statement showing details of locked-in shares

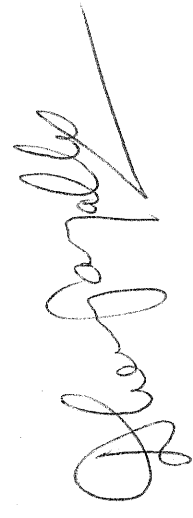
Sr No	Name of the Shareholders	Number of Shares	Shares as a percentage of total number of shares(i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Promoter / Promoter Group / Public
Total:		0	0	



P1E

(iii) (a) Statement showing details of Depository Receipts (DRs)

Sr No	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above)
Total:		0	0	0



D1 F

(iii) b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'promoter/promoter group' are in excess of 1% of the total number of shares

Sr No	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above)
Total:			0	0

D, (I)

(B) (a) Statement showing the voting pattern of shareholders if more than one class of shares/securities is issued by the issuer. Give description of voting rights for each class of security
 Class X: Equity
 Class Y: Not Applicable
 Class Z: Not Applicable

Category code	Category of Shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights (B)+(IV)+(V) (VI)	Total Voting Rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VII)	As a percentage of (A+B+C) (VIII)
A1	Shareholding of Promoter and Promoter Group						
	1 Indian						
(a)	Individuals/Hindu Undivided Family	483020	0	0	483020	3.22	3.22
(b)	Central Government/State Governments	0	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0	0
(d)	Financial Institutions/Banks	450000	0	0	450000	3	3
(e)	Any Others (Specify)	0	0	0	0	0	0
(f)	Mutual Funds	0	0	0	0	0	0
(g)	Trusts	0	0	0	0	0	0
	Sub Total (A1)	933020	0	0	933020	6.22	6.22
	2 Foreign						
(a)	Individuals (Non Resident Individuals/Foreign Individuals)	480000	0	0	480000	3.21	3.21
(b)	Bodies Corporate	2617457	0	0	2617457	17.45	17.45
(c)	Institutions	0	0	0	0	0	0
(d)	Qualified Foreign Investor	0	0	0	0	0	0
(e)	Any Others (Specify)	0	0	0	0	0	0
(f)	Overseas Corporate Bodies	0	0	0	0	0	0
(g)		0	0	0	0	0	0
	Sub Total (A2)	3097457	0	0	3097457	20.66	20.66
	Total Shareholding of Promoter and Promoter Group (A)+(A1)+(A2)	4030477	0	0	4030477	26.87	26.87
B1	Public Shareholding						
	1 Institutions						
(a)	Mutual Funds/DFI	8500	0	0	8500	0.05	0.05
(b)	Financial Institutions/Banks	100	0	0	100	0	0
(c)	Central Government/State Governments	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0	0	0
(i)	Any Others (Specify)	0	0	0	0	0	0
(j)	Foreign Companies	0	0	0	0	0	0
(k)		0	0	0	0	0	0
	Sub Total (B1)	8600	0	0	8600	0.06	0.06
	2 Non-institutions						
(a)	Bodies Corporate	256398	0	0	256398	1.71	1.71
(b)	Individuals						
(i)	Individual Shareholders holding nominal share capital up to Rs. 1 lakh	2990780	0	0	2990780	19.37	19.37
(ii)	Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	2236816	0	0	2236816	14.51	14.51
(c)	Qualified Foreign Investor	0	0	0	0	0	0
(d)	Any Others (Specify)	0	0	0	0	0	0
(d.i)	Non Resident Individuals	5561811	0	0	5561811	37.08	37.08
(d.ii)	Overseas Corporate Bodies	0	0	0	0	0	0
(d.iii)	Trusts	0	0	0	0	0	0
(d.iv)	Partnership	0	0	0	0	0	0
(d.v)	Clearing Members	1315	0	0	1315	0.01	0.01
(d.vi)	Foreign Nationals	0	0	0	0	0	0
	Sub Total (B2)	10960923	0	0	10960923	73.07	73.07
	Total Public Shareholding (B)+(B1)+(B2)	10969523	0	0	10969523	73.13	73.13
	Total (A)+(B)	15030000	0	0	15030000	100	100
C)	Shares held by Custodians and against Depository receipts have been listed						
	Shareholding of Promoter and Promoter Group	0	0	0	0	0	0
	Public Shareholding	0	0	0	0	0	0
	Grand Total (A)+(B)+(C)	15030000	0	0	15030000	100	100

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D-2 (A)

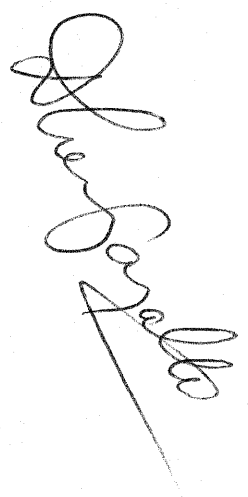
(i)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr No	Name of the Shareholders	Details of Shares held			Encumbered shares(*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of Shares	As a % of grand Total (A)+(B)+(C)	Number	As a Percentage (V)/III*100	As a % of grand total (A)+(B)+(C) of sub-clause (i)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of Convertible securities held	As a % total number of securities of the same class		
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	
1	VISTA PHARMACEUTICALS INC	872486	17.45	0	0	0	0	0	0	0	17.45	
2	APDC	150000	3.00	0	0	0	0	0	0	0	3	
3	PADMAVATHI ALLI	92733	1.85	0	0	0	0	0	0	0	1.85	
4	VASANT V ALLI	83333	1.67	0	0	0	0	0	0	0	1.67	
5	VASANT V ALLI	76667	1.53	0	0	0	0	0	0	0	1.53	
6	ROSHNI ALLI	68267	1.37	0	0	0	0	0	0	0	1.37	
7	DHANANJAYA ALLI	7	0	0	0	0	0	0	0	0	0	
	Total:	1343493	26.87	0	0	0	0	0	0	0	26.87	

D.5. (B)

(I) (C) (i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

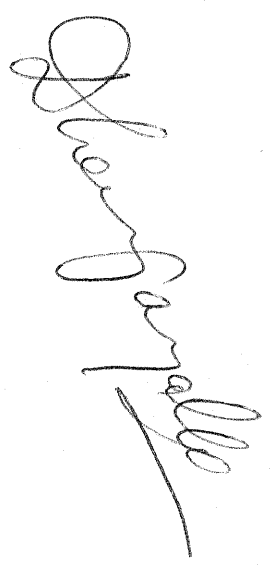
Sr No	Name of the Shareholders	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of securities of the same class	
1	BOJJA SREENIVASULU	534660	10.69	0	0	0	0	10.69
2	GOPAL DASARI	534333	10.69	0	0	0	0	10.69
3	KESHAVA MURTHY SHIVA SHANKAR	521132	10.42	0	0	0	0	10.42
4	SURESH GADALEY	181727	3.63	0	0	0	0	3.63
5	RAJENDAR BALAKRISHNA	140000	2.8	0	0	0	0	2.8
6	KAMAL GADALAY	106460	2.13	0	0	0	0	2.13
7	NAVEEN P MALVAY	73722	1.47	0	0	0	0	1.47
Total:		2092034	41.83	0	0	0	0	41.83



D2-6

(I) C (ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

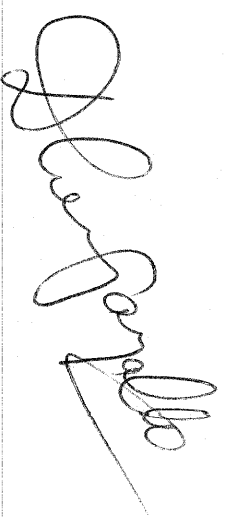
Sr No	Name(s) of the Shareholder(s) and Persons Acting in Concert (PAC) with them	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of Convertible securities held	As a % total number of securities of the same class	
1	BOJJA SREENIVASULU	534660	10.69	0	0	0	0	10.69
2	GOPAL DASARI	534333	10.69	0	0	0	0	10.69
3	KESHAVA MURTHY SHIVA SHANKAR	521132	10.42	0	0	0	0	10.42
	Total:	1590125	31.8	0	0	0	0	31.8



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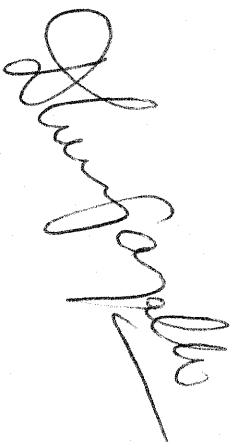
(i)(d) Statement showing details of locked-in shares

Sr No	Name of the Shareholders	Number of Shares	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above)	Promoter / Promoter Group / Public
Total:		0	0	



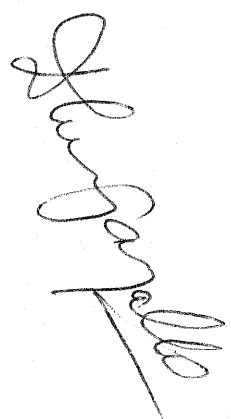
(iii) (a) Statement showing details of Depository Receipts (DRs)

Sr No	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above)
Total:		0	0	0



(ii) (b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'promoter/promoter group' are in excess of 1% of the total number of shares

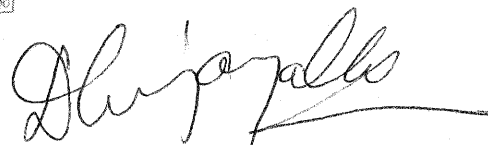
Sr No	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above)
Total:			0	0



D2 (I)

(B) (a) Statement showing the voting pattern of shareholders if more than one class of shares/securities is issued by the issuer. Give description of voting rights for each class of security
 Class X: Equity
 Class Y: Not Applicable
 Class Z: Not Applicable

Category	Category of Shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V) (VI)	Total Voting Rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VII)	As a percentage of (A+B+C) (VIII)
	Shareholding of Promoter and Promoter Group						
1	Indian						
	Individuals/Undivided Family	483020	0	0	483020	3.22	3.22
	Central Government/State Government(s)	0	0	0	0	0	0
	Bodies Corporate	0	0	0	0	0	0
	Financial Institutions/Banks	450000	0	0	450000	3	3
	Any Others (Specify)	0	0	0	0	0	0
	Mutual Funds	0	0	0	0	0	0
	Trusts	0	0	0	0	0	0
	Sub Total (A)(1)	933020	0	0	933020	6.22	6.22
2	Foreign						
	Individuals (Non Resident individuals/Foreign Individuals)	480000	0	0	480000	3.2	3.2
	Bodies Corporate	2617457	0	0	2617457	17.45	17.45
	Institutions	0	0	0	0	0	0
	Qualified Foreign Investor	0	0	0	0	0	0
	Any Others (Specify)	0	0	0	0	0	0
	Overseas Corporate Bodies	0	0	0	0	0	0
	Sub Total (A)(2)	3097457	0	0	3097457	20.65	20.65
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	4030477	0	0	4030477	26.87	26.87
	Public Shareholding						
1	Institutions						
	Mutual Funds/VC	8500	0	0	8500	0.06	0.06
	Financial Institutions/Banks	100	0	0	100	0	0
	Central Government/State Government(s)	0	0	0	0	0	0
	Venture Capital Funds	0	0	0	0	0	0
	Insurance Companies	0	0	0	0	0	0
	Foreign Institutional Investors	0	0	0	0	0	0
	Foreign Venture Capital Investors	0	0	0	0	0	0
	Qualified Foreign Investor	0	0	0	0	0	0
	Any Others (Specify)	0	0	0	0	0	0
	Foreign Companies	0	0	0	0	0	0
	Sub Total (B)(1)	8600	0	0	8600	0.06	0.06
	Non Institutions						
	Bodies Corporate	256199	0	0	256199	1.71	1.71
	Individuals						
	Individual shareholders holding nominal share capital upto Rs. 1 lakh	2904780	0	0	2904780	19.37	19.37
	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2236816	0	0	2236816	14.91	14.91
	Qualified Foreign Investor	0	0	0	0	0	0
	Any Others (Specify)	0	0	0	0	0	0
	Non Resident Individuals	5561813	0	0	5561813	37.08	37.08
	Overseas Corporate Bodies	0	0	0	0	0	0
	Trusts	0	0	0	0	0	0
	Employees	0	0	0	0	0	0
	Clearing Members	1315	0	0	1315	0.01	0.01
	Foreign Nationals	0	0	0	0	0	0
	Sub Total (B)(2)	10960923	0	0	10960923	73.67	73.67
	Total Public Shareholding (B)=(B)(1)+(B)(2)	10969523	0	0	10969523	73.13	73.13
	Total (A)+(B)	15000000	0	0	15000000	100	100
	Shares held by Custodian and agent Depository Receipts have been issued						
	Shareholding of Promoter and Promoter Group	0	0	0	0	0	0
	Public Shareholding	0	0	0	0	0	0
	Grand Total (A)+(B)+(C)	15000000	0	0	15000000	100	100



(f)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr No	Name of the Shareholders	Details of Shares held			Encumbered shares(*)			Details of warrants			Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of Shares	As a % of grand Total (A)+(B)+(C)	Number	As a Percentage (V)/III*100	As a % of grand total (A)+(B)+(C) of sub-class (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of Convertible securities held	As a % total number of securities of the same class			
(i)	(ii)	(iii)	(iv)	(v)	(vi)= (v)/iii*100	(vii)	(viii)	(ix)	(x)	(xi)	(xii)		
1	VISTA PHARMACEUTICALS INC	4362430	17.45	0	0	0	0	0	0	0	17.45		
2	APDC	750000	3	0	0	0	0	0	0	0	3		
3	PANMAVAATHI ALI	463665	1.85	0	0	0	0	0	0	0	1.85		
4	VAMSI VALLI	416665	1.67	0	0	0	0	0	0	0	1.67		
5	VASANT VALLI	383335	1.53	0	0	0	0	0	0	0	1.53		
6	ROSHNI ALI	341335	1.37	0	0	0	0	0	0	0	1.37		
7	DHANANJAYA ALI	35	0	0	0	0	0	0	0	0	0		
	Total:	6717465	26.87	0	0	0	0	0	0	0	26.87		

(*) The term "encumberance" has the same meaning as assigned to it in regulation 24(3) of the SAST Regulations, 2011.

(H) C (ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr No	Name of the Shareholders	Number of Shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above)	Details of warrants		Details of convertible securities		Total shares (including untraded shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of securities of the same class	
1	BOLLA SREENIVASULU	2673300	10.69	0	0	0	0	10.69
2	GOPAL DASARI	2671665	10.69	0	0	0	0	10.69
3	KESHAVA MURTHY SHIVA SHANKAR	2605660	10.42	0	0	0	0	10.42
4	SURESH GADALEY	908635	3.63	0	0	0	0	3.63
5	RAJENDAR BALAKRISHNA	700000	2.8	0	0	0	0	2.8
6	KAMAL GADALAY	532300	2.13	0	0	0	0	2.13
7	NAVEEN P MALIVAY	368510	1.47	0	0	0	0	1.47
	Total:	10460170	41.83	0	0	0	0	41.83

Shankar

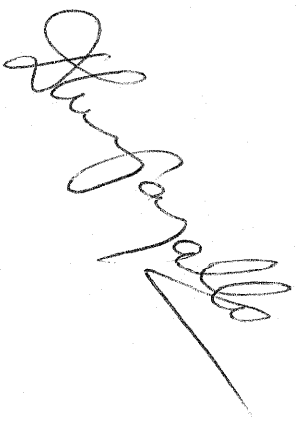
(ii) C (iii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr No	Name(s) of the Shareholder(s) and Persons Acting in Concert (PAC) with them	Number of Shares held	Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of Convertible securities held	As a % total number of securities of the same class	
1	BOJJA SREENIVASULU	2673300	10.59	0	0	0	0	10.59
2	GOPAL DASARI	2671665	10.59	0	0	0	0	10.69
3	KESHAVA MURTHY SHIVA SHANKAR	2605660	10.42	0	0	0	0	10.42
	Total:	7950625	31.8	0	0	0	0	31.8

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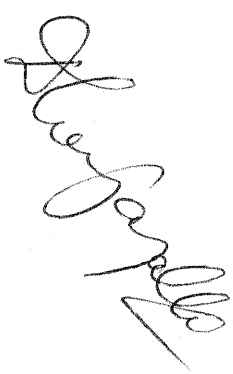
(I)(d) Statement showing details of locked-in shares

Sr No	Name of the Shareholders	Number of Shares	Shares as a percentage of total number of shares(i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Promoter / Promoter Group / Public
Total:		0	0	



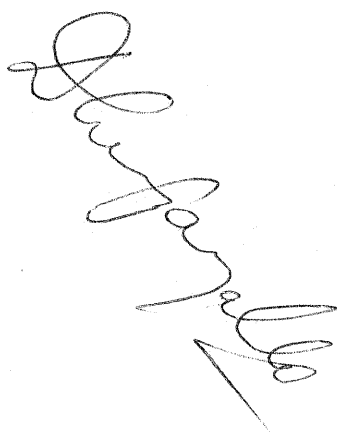
(ii) (a) Statement showing details of Depository Receipts (DRs)

Sr No	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (i)(a) above)
Total:		0	0	0



(1)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by 'promoter/promoter group' are in excess of 1% of the total number of shares

Sr No	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (1)(a) above)
Total:			0	0



D3 (I)

(III) (a) Statement showing the voting pattern of shareholders if more than one class of shares/securities is issued by the issuer.
 Give description of voting rights for each class of security
 Class X: Equity
 Class Y: Not Applicable
 Class Z: Not Applicable

Category code	Category of Shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V) (VI)	Total Voting Rights i.e. (VI)	
		Class X (III)	Class Y (IV)	Class Z (V)		As a percentage of (A+B) (VII)	As a percentage of (A+B+C) (VIII)
(A)	Shareholding of Promoter and Promoter Group						
	1 Indian						
(i)	Individuals/Hindu Undivided Family	483020	0	0	483020	3.22	3.22
(ii)	Central Government/State Government(s)	0	0	0	0	0	0
(iii)	Bodies Corporate	0	0	0	0	0	0
(iv)	Financial Institutions/Banks	450000	0	0	450000	3	3
(v)	Any Others (Specify)	0	0	0	0	0	0
(e-1)	Mutual Funds	0	0	0	0	0	0
(e-2)	Trusts	0	0	0	0	0	0
	Sub Total (A)(1)	933020	0	0	933020	5.22	6.22
	2 Foreign						
(a)	Individuals (Non-Resident individuals/Foreign Individuals)	480000	0	0	480000	3.2	3.2
(b)	Bodies Corporate	2617457	0	0	2617457	17.45	17.45
(c)	Institutions	0	0	0	0	0	0
(d)	Qualified Foreign Investor	0	0	0	0	0	0
(e)	Any Others (Specify)	0	0	0	0	0	0
(e-1)	Overseas Corporate Bodies	0	0	0	0	0	0
(e-2)		0	0	0	0	0	0
	Sub Total (A)(2)	3097457	0	0	3097457	20.65	20.65
	Total Shareholding of Promoter and Promoter group (A)-(A)(1)+(A)(2)	4030477	0	0	4030477	25.87	25.87
(B)	Public Shareholding						
	1 Institutions						
(i)	Mutual Funds/FII	8500	0	0	8500	0.06	0.06
(ii)	Financial Institutions/Banks	100	0	0	100	0	0
(iii)	Central Government/State Government(s)	0	0	0	0	0	0
(iv)	Venture Capital Funds	0	0	0	0	0	0
(v)	Insurance Companies	0	0	0	0	0	0
(vi)	Foreign Institutional Investors	0	0	0	0	0	0
(vii)	Foreign Venture Capital Investors	0	0	0	0	0	0
(viii)	Qualified Foreign Investor	0	0	0	0	0	0
(ix)	Any Others (Specify)	0	0	0	0	0	0
(x)	Foreign Companies	0	0	0	0	0	0
(xi)		0	0	0	0	0	0
	Sub Total (B)(1)	8500	0	0	8500	0.06	0.06
	2 Non-Institutions						
(a)	Bodies Corporate	256199	0	0	256199	1.71	1.71
(b)	Individuals						
(i)	Individual shareholders holding nominal share capital upto Rs 1 lakh	2904780	0	0	2904780	19.37	19.37
(ii)	Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2236816	0	0	2236816	14.91	14.91
(c)	Qualified Foreign Investor	0	0	0	0	0	0
(d)	Any Others (Specify)	0	0	0	0	0	0
(e-1)	Non-Resident Individuals	5561813	0	0	5561813	37.08	37.08
(e-2)	Overseas Corporate Bodies	0	0	0	0	0	0
(e-3)	Trusts	0	0	0	0	0	0
(e-4)	Employees	0	0	0	0	0	0
(e-5)	Clearing Members	1815	0	0	1815	0.01	0.01
(e-6)	Foreign Nationals	0	0	0	0	0	0
	Sub Total (B)(2)	10960923	0	0	10960923	73.07	73.07
	Total Public Shareholding (B)-(B)(1)-(B)(2)	10969523	0	0	10969523	73.13	73.13
	Total (A)-(B)	15000000	0	0	15000000	100	100
(C)	Shares held by Custodians and against Depository Receipts have been issued						
	Shareholding of Promoter and Promoter Group	0	0	0	0	0	0
	Public Shareholding	0	0	0	0	0	0
	Grand Total (A)+(B)+(C)	15000000	0	0	15000000	100	100

Dheeraj Patel



VISTA

Vista Pharmaceuticals Ltd

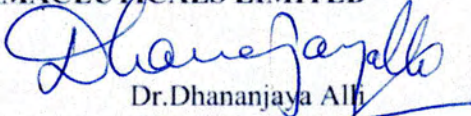
7-1-212/A/70, Plot No. : 85, Shivbagh, Ameerpet, Hyderabad-16.

India Tel: 91-40-65581585, Fax : 91-40-23741585

e-mail : vistapharma@gmail.com www.vistapharmaceuticals.com

- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal amount to at least two times the number of votes cast by public shareholders against it.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

for **VISTA PHARMACEUTICALS LIMITED**


Dr.Dhananjaya Alh
Managing Director

Date:13.05.2013.



Vista Pharmaceuticals Ltd

7-1-212/A/70, Plot No. : 85, Shivbagh, Ameerpet, Hyderabad-16.

India Tel: 91-40-65581585, Fax : 91-40-23741585

e-mail : vistapharma@gmail.com www.vistapharmaceuticals.com

ANNEXURE VI

confirmation by the company:

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Scheme of reduction of Capital

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation/ arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(f) of the Listing agreement or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - ii) The Complaint report as per Annexure III.
 - iii) The observation letter issued by the stock exchange
- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 has been disseminated on company's website as per Website link given hereunder:
URL: www.vistapharmaceuticals.com
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.



Vista Pharmaceuticals Ltd

7-1-212/A/70, Plot No. : 85, Shivbagh, Ameerpet, Hyderabad-16.

India Tel: 91-40-65581585, Fax : 91-40-23741585

e-mail : vistapharma@gmail.com www.vistapharmaceuticals.com

ANNEXURE III

Complaints Report: VISTA PHARMACEUTICALS LTD.

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	NA
5.	Number of complaints pending	Nil

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NA	--	--
2.	NA	--	--
3.	NA	--	--

For VISTA PHARMACEUTICALS LTD.

G. N. d.
Director





Vista Pharmaceuticals Ltd

7-1-212/A/70, Plot No. : 85, Shivbagh, Ameerpet, Hyderabad-16.
 India Tel: 91-40-65581585, Fax : 91-40-23741585
 e-mail : vistapharma@gmail.com www.vistapharmaceuticals.com

ANNEXURE II

Compliance Report on Corporate Governance

Name of the Company : **VISTA PHARMACEUTICALS LTD.**
 Quarter ending on : **31-12-2012.**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	YES	
(A) Composition of Board	49 (IA)	YES	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	YES	
(C) Other provisions as to Board and Committees	49 (IC)	YES	
D) Code of Conduct	49 (ID)		
II. Audit Committee	49 (II)	YES	
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee	49 (IIB)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49 (IID)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
III. Subsidiary Companies	49 (III)		
IV. Disclosures	49 (IV)	YES	
(A) Basis of related party transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	Will be Complied in the Annual Report 2012-2013
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	YES	Will be Complied in the Annual Report 2012-2013
(E) Remuneration of Directors	49 (IV E)	YES	-do-
(F) Management	49 (IV F)	YES	-do-
(G) Shareholders	49 (IV G)	YES	-do-
V.CEO/CFO Certification	49 (V)	YES	-do-
VI. Report on Corporate Governance	49 (VI)	YES	-do-
VII. Compliance	49 (VII)	YES	Will be Complied in the Annual Report 2012-2013



Lawrence Jayalli

VALUATION REPORT OF EQUITY SHARE CAPITAL

Vista Pharmaceuticals Limited

Prepared by

**CH.Venkatramayya
Chartered Accountant.
M/s.PRV Associates
3-6-203,Himayatnagar
Hyderabad – 500 029.**

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1. Introduction

- 1.1. Background
- 1.2. Purpose of Valuations
- 1.3. Date of Valuations
- 1.4. The Scheme
- 1.5. Rational and purpose of the Scheme

2. Company Information

- 2.1. Management
- 2.2. Financial Summary
- 2.3. Shareholding Pattern

3. Valuation

- 3.1 Approach and Methodology
- 3.2 Valuation
- 3.3 Conclusion

1. Introduction

1.1. Background

Vista Pharmaceuticals Limited is a 100% EOU and a listed pharmaceutical formulations manufacturing company. The company was promoted by Dr. Alli Dhananjaya along with a group of professionals. The company has established infrastructure for Manufacturing of pharmaceutical medicines that includes anti allergy capsules, anti allergy tablets, anti-inflammatory tablets, anti-inflammatory capsules, antihypertensive, analgesic, antipyretic & anti-inflammatory, antibacterial & antibiotics. The company is having a capacity of manufacture one million tablets per day. Vista Pharmaceuticals Limited holds FDA approval, from USA, for generic form of BACTRIM Tablets.

The Company shares are listed in Bombay Stock Exchange(BSE Ltd).

1.2. Purpose of Valuation

The purpose of this valuation report is to arrive at a fair value of the equity shares of the Company as on the valuation date on the event of capital reduction through a scheme of Reduction of Capital in accordance with provisions of the Companies Act, 1956.

1.3. Date of Valuation

The effective date of valuation is March 31, 2012.

1.4. The Scheme

The draft Scheme of Reduction of Capital under Sections 100 to 103 r/w 94 of the Companies Act, 1956 proposed between the Company and its shareholders and creditors involves Reduction of fully paid up equity share capital from Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 1,50,00,000(One Crore Fifty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 5,00,00,000 (Rupees Five Crores) divided into 50,00,000(Fifty Lakhs only) equity shares of Rs.10/- (Rupees Ten only) each, whereby 2/3rd of shares are extinguished out of total paid up capital of the company and Splitting of par value of the share from Rs.10/- to Rs.2/- each.



1.5. Rationale and purpose of the Scheme

As per the Audited Financial results of the Company as on 31.03.2012, the total accumulated losses of the Company are Rs 10,99,91,165 as against the Paid-up equity share capital of Rs 15,00,00,000. Mere infusion of further funds into the Company will not benefit any existing share holder even if the Company registers profits in coming years since no dividend can be paid out of profits unless accumulated losses

are wiped out. Under this Scheme the accumulated losses are reduced to the extent of reduction of capital.

The Management opines that splitting of par value of the share from Rs.10/- to Rs.2/- each will improve the liquidity of shares for trading purposes.

2. Company Information

2.1 Management

The following is the structure of the Management of the Company.

Table 1: Composition of Management

S.No.	Name	Title
1	Dr.Dhananjaya Alli	Managing Director
2	Dr.Stanley Prabhakar Reddy	Director
3	Mr.G.Narendra	Director
4	Mr.M.H.Rao	Director
5	Mrs.Vani Vatti	Director
6	Mr.K.Rajendra Prasad	Director (Nominee of APIDC)



2.2 Financial Summary

The following table gives the financial summary of the financial position and operating performance of the company as on 31st March, 2012 and previous two years as per the audited financial statements.

Table 2: Financial Summary

(Take 2009-10, 2010-11 & 2011-12 audited figures)

(Rs. in Crores)

Particulars	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2011-12	2010-11	2009-10
Equity Paid up Capital	15.00	15.00	15.00
Reserves and surplus	4.54	4.54	4.54
Carry forward losses	10.99	9.33	9.04
Net Worth	8.55	10.21	10.51
Miscellaneous Expenditure	Nil	Nil	Nil
Secured Loans	Nil	Nil	Nil
Unsecured Loans	Nil	Nil	Nil
Fixed Assets	12.96	13.48	6.41
Income from Operations			



Total Income	3.63	5.67	0.81
Total Expenditure	5.17	5.97	2.15
Profit before Tax	(-)1.54	(-)0.29	(-)1.35
Profit after Tax	(-) 1.66	(-)0.29	(-)1.35
Cash profit	(-) 0.92	0.23	(-) 1.06
EPS (in Rs.)	(-) 1.11	(-)0.19	(-) 0.90
Book value (in Rs.)	5.7	6.80	7.00

2.3. Shareholding Pattern

The Company is a listed company with following shareholding pattern as on March 31, 2012.

Table 3: Shareholding Pattern

Particulars	No. of Shares of Rs. 10 each	% to Total
a) Promoter & Promoter Group	40,30,477	26.87
b) Public	1,09,69,523	73.13
TOTAL	1,50,00,000	100.00

3. Valuation

3.1. Approach and Methodology

In determining the valuation of shares of the company Net Asset Value/Net worth method is considered for arriving at the value of equity shares of the Company.

Under this method of valuation, the equity of the Company is valued based on the book value per share. The net worth has been computed by deduction of the accumulated losses from the paid up share capital plus reserves of the Company.

For the purpose of arriving at the value of equity under this method, the audited financial statements as at March 31, 2012 were considered.



3.2. Valuation

The Net worth of the company before and after reduction of capital as proposed will be under.

Table 4: Valuation as on 31.03.2012 (in Rs.)

Particulars	Before Reduction	After Reduction
Paid up Equity Capital	15,00,00,000	5,00,00,000
Accumulated Losses as per P&L account	(10,99,91,165)	(99,91,165)
Reserves & Surplus (not created out of profits of the company)	4,54,64,875	4,54,64,875
Net Worth	8,54,73,710	8,54,73,710
No. of shares	1,50,00,000	2,50,00,000
Value per share (of Rs.10/- each)	5.70	Not Applicable
Value per share (of Rs.2/- each)	Not Applicable	3.42




The valuation is done merely for the purpose of deriving the fair value for the better understanding of the shareholders' wealth and this valuation does not have any impact on the reduction of capital.

3.3. Conclusion

As the proposed Scheme is intending to wipe out the accumulated losses by reduction of capital so as to represent the true financial picture of the company, the company being a debt free company, and also the restructuring enables the company for better representing before the stakeholders and better leverage for the company's future endeavors. Since, the reduction is carried out for the mere purpose of wiping the accumulated losses out, the valuation is carried out for requirements of the statute and also for the awareness of the stake holders.

For PRV ASSOCIATES


CH. Venkatramayya

Chartered Accountants

Membership No.009867.

Firm Reg No. 0064475

Date: 09.10.2013.





Vista Pharmaceuticals Ltd

7-1-212/A/70, Plot No. : 85, Shivbagh, Ameerpet, Hyderabad-16.

India Tel: 91-40-65581585, Fax : 91-40-23741585

e-mail : vistapharma@gmail.com www.vistapharmaceuticals.com

MINUTES OF THE MEETING OF AUDIT COMMITTEE OF M/s. VISTA PHARMACEUTICALS LTD HELD ON 19th THE OCTOBER, 2013 AT 11.30 A.M AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT 7-1-212/A/70, PLOT NO. 85, SHIVBAGH, AMEERPET, HYDERABAD – 500 016.

Directors Present

Mr. G. Narendra - Chairman
MS. Vani Vatti - Member

Auditors

Mr CH.Venkatramayya - Partner of PRV Associates, Statutory Auditors

Chairman of the Meeting

Mr. G. Narendra, chairman has conducted the proceeding of the meeting of the Audit Committee.

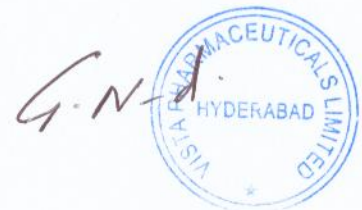
1. TO GRANT LEAVE OF ABSENCE

Dr.Dhananjaya Alli, Dr.Stanley Prabhakar Reddy and Mr.M.H.Rao

2. TO CONFIRM AND APPROVE THE PREVIOUS AUDIT COMMITTEE MEETING MINUTES

The Chairman informed the Committee that the minutes of the meeting of the previous Audit Committee, held on 10.10.2013 have been circulated along with the agenda of the current meeting to the members for their perusal and ascertained from the members the correctness of the record.

On confirmation by the members of the correctness of the record, the minutes of the previous audit committee meeting were approved.





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3. TO CONSIDER ACTION TAKEN REPORT ON DECISIONS TAKEN AT THE PREVIOUS BOARD MEETINGS

The Chairman informed the committee on the action points from the previous meeting and the same was discussed in detail and the Committee made a note of it.

4. TO CONSIDER AND REVIEW THE AUDITORS CERTIFICATE REGARDING PARA NO. 5.16(A) OF SEBI CIRCULAR DATED MAY 21, 2013.

The chairman informed the committee that the auditor has issued the certificate that, the Company does not fall under the category of Para No. 5.16(a) of SEBI Circular dated May 21, 2013 as it had made the application for the Scheme of Arrangement for Reduction of Capital and Splitting of Shares.

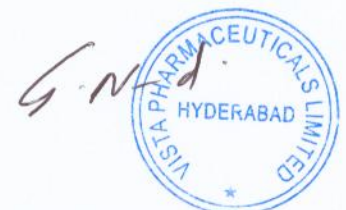
The detailed information of Para No. 5.16(a) of SEBI Circular dated May 21, 2013 is as follows:

5.16 (a) Listed companies shall ensure that the Scheme submitted with the Hon'ble High Court for sanction, provides for voting by public shareholders through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution, in the following cases:

i. Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed company, or

ii. Where the Scheme of Arrangement involves the listed company and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

iii. Where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme.





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Such Schemes shall also provide that the Scheme shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957.

The Committee reviewed and took the note of the same.

5. TO CONSIDER AND NOTE ON VALUATION REPORT

The Chairman informed the committee that the Valuation Report was given by M/s PRV Associates (Chartered Accountants) for the purpose to arrive at a fair value of the equity shares of the Company as on the valuation date (i.e. 31.03.2012) on the event of capital reduction through a scheme of Reduction of Capital in accordance with provisions of the Companies Act, 1956.

The Committee reviewed and took the note of the same, recommends to the Board of Directors for its necessary action.

6. TO CONSIDER AND NOTE THE FAIRNESS OPINION ON VALUATION REPORT

The Chairman informed the committee that, the "Fairness Opinion" was prepared by Systematix Corporate Services Ltd having their office situated at 2nd Floor JK Somani Building, British Hotel Lane, Bombay Samachar Lane Marg, Fort, Mumbai – 400 001. vide their report dated 18.10.2013 pursuant to the provisions of the Listing Agreement with reference to your Scheme of Reduction of Capital, opinion has been formed that the value per share derived is FAIR and JUSTIFIED.

The Committee reviewed and noted the same, recommends to the Board of Directors for its necessary action.

7. Vote of thanks:

There being no other business to transact and the Meeting concluded with a vote of thanks to the Chair.

Place: Hyderabad
Date: 19.10.2013



G. N. d.
Chairman

October 18, 2013
SCSL/2013-14/048

The Board of Directors
Vista Pharmaceuticals Limited
7-1-212/A/70, Plot # 85
Shivbagh, Ameerpet
Hyderabad-500 016
Andhra Pradesh, India

Dear Sir(s),

Sub: Fairness Opinion on the Valuation Report of Equity Share Capital prepared by M/s PRV Associates (Chartered Accountants).

Ref: Proposed "Scheme of Reduction of Capital" of your company including division of each equity shares from ₹ 10/- into five equity shares of ₹ 2 /- each.

In accordance with your assignment to provide "Fairness Opinion" on the independent valuation done by **M/s PRV Associates** (Chartered Accountants) represented by Ch. Venkatramayya (Membership No. **009867**) having their office situated at 3-6-203, Himayatnagar, Hyderabad – 500 029 vide their report dated 09/10/2013 pursuant to the provisions of the Listing Agreement w.r.t. your Scheme of Reduction of Capital, opinion has been formed that the value per share derived is FAIR and JUSTIFIED.


This Fairness Opinion is intended for its sole use by the management of **Vista Pharmaceuticals Limited** only. Our recommendation should be understood in the context of our assumptions and the statements made by us in this report under the head statement of limiting conditions.

A detailed report is appended herewith.

Thanking you

Yours truly,

For Systematix Corporate Services Limited


Hari Surya
Authorized Signatory



• **Terms of Reference**

Systematix Corporate Services Limited ("Systematix"), a public limited company listed on BSE Limited, Mumbai and also a SEBI registered Category I Merchant Banker having permanent Registration Number INM000004224, has been appointed by **Vista Pharmaceuticals Limited** to provide a "Fairness Opinion" pursuant to Clause 24(h) of the Listing Agreement vide SEBI Circular CIR/CFD/DIL/5/2013 dated February 04, 2013 on the proposed Scheme of Reduction of Capital of Vista Pharmaceuticals Limited.

The Fairness Opinion given by us is intended solely for the use by management of Vista Pharmaceuticals Limited only and it is not meant for any third party usage.

• **Objective of Fairness Opinion**

This objective is to provide a fair and reasonable opinion on the "Valuation Report of Equity Share Capital" prepared by **M/s. PRV Associates** (Chartered Accountants) represented by Ch. Venkatramayya (Membership No. **009867**) having their office situated at 3-6-203, Himayatnagar, Hyderabad – 500 029 vide their report dated 09/10/2013 pursuant to the provisions of the Listing Agreement.

• **Corporate Profile:**

Vista Pharmaceuticals Limited ("**Vista**"), a public limited company listed on BSE Limited, Mumbai. The main objects of the company are to carry on the business of Manufacture, formulate and process all kinds of Pharmaceutical Drugs and its allied products, as detailed in its Main Objects Clause III of Memorandum of Association.

Vista offers over the counter & prescription generic drug products consisting of tablets, capsules and liquids covering various therapeutic categories. Vista was founded in 1992 to Formulate, Register, Produce, Market and Distribute High Quality Pharmaceutical Products, initially focusing on the United States Market with a Vision of expanding globally.

The company is US FDA Approved to Manufacture ANDA Drug products (Generic version of Off-Patented Branded Pharmaceuticals and is a 100% Export Oriented Unit (EOU). Vista is the first Indian Company to obtain USFDA Approvals to produce OTC as well as Prescription Drugs to US Market in 1994. Vista is the first Indian Company to export OTC as well as Prescription Drugs to US in 1996. Vista's Indian Facility got USFDA Approval in June 2010 to produce ANDA products to US Market. Vista has its USFDA Approved Manufacturing Facility in India and the products are marketed by Vista Inc, USA. Vista Inc has extensive marketing and distribution network in USA and as such all Vista products are marketed by them at present.

Vista state of the art Facility in India is built according to cGMP and US-FDA standards. It has been operating since 1994 and the Facility built with state-of the art Research & Development (R&D), Quality Assurance/Quality Control (QA/QC) and Production departments.



Board of Directors

The Board of Directors of the company are as follows:

Dr. Dhananjaya Alli	Chairman and Managing Director
Dr. Stanley Prabhakar Reddy	Director
Mr. Gilaka Narendra	Director
Mr. Mallem Hanumanth Rao	Director
Mrs. Vani Vatti	Director
Mr. K Rajendra Prasad	Director (APIDC Nominee)

Business Plan

Objectives:

- Develop ANDAs (Generic version of Off-Patented Branded Drugs) to US market.
- Develop Generic Drug Products to other Global Markets.
- Contract Manufacture Pharmaceutical Drug Products to other Companies.

Achievements:

- USFDA Approved Generic Bactrim (Sulfamethoxazole + Trimethoprim - SMZ) for US Market in October 2005.
- SMZ Product(Generic Bactrim) is First Manufactured in US in 2006.
- SMZ Product (Generic Bactrim) is First launched in US in May 2006.
- USFDA approved the Site Transfer of SMZ Product Manufacturing to India in June 2010.
- SMZ Product from India is launched in US in November 2010.

Business Conceptualization

Vista's key strategy is to create Generic versions of Off-Patented Prescription as well as OTC Drug Products:

- Our targeted markets in the United States are the Human and Veterinary Drug Products.
- What sets Vista apart from our Competitors is the Efficiency and Size of our Company allowing us to have fewer Overheads and Startup Costs.

Current Products in the U.S. Market:

- Sulfamethoxazole& Trimethoprim (SMZ) tablets.
- IsoxsuprineHCl tablets.
- Acetaminophen tablets.



Market Summary

Vista is engaged in the manufacture of pharmaceutical products for global distribution:

- Vista USA will Market ANDA Products (Generic version of Off-Patented Branded Prescription and OTC Drug Products) in USA.
- Vista stands apart from its competitors in that it was the First Indian Company to Export Generic Drugs (Prescription as well as OTC Products) to the US Market.

• Scope of Work

Our analysis and recommendations are based on the information provided by Vista Pharmaceuticals Limited and "Valuation Report of Equity Share Capital" prepared by **M/s. PRV Associates** (Chartered Accountants) vide their report dated 09/10/2013.

• Sources of Information

For recommendations of "Fairness Opinion on value of Equity Share"; we have relied upon the following data and documents:

- Annual Reports of Vista Pharmaceuticals Limited for 2009-10, 2010-11 and 2011-12.
- Certified True Copy of the "Valuation Report of Equity Share Capital" prepared by **M/s PRV Associates** (Chartered Accountants) vide their report dated 09/10/2013.
- Certified True Copy of "Scheme of Reduction of Capital" provided by Vista.
- Vista's Website (www.vistapharmaceuticals.com),
- BSE's Website (www.bseindia.com) and
- Money Control's Website (www.moneycontrol.com)
- Other Information and Explanations provided by the company.

• Summary and Recommendations

Our review was performed to recommend the fairness of the allotment of equity shares arrived at, subject to the sanction and approval of the "Scheme of Reduction of Capital" consisting of four parts in nine pages by the Jurisdictional Court, Shareholders and other relevant authorities.

In the event that aforementioned Scheme of Reduction of Capital being approved by the shareholders and confirmed by the Hon'ble Court, the share capital of Vista will be reduced by cancelling a sum of Rs. 10.00 Crore divided into 1,00,00,000 equity shares of ₹ 10 /- each which will result in reduction of fully paid-up equity share capital of Vista from ₹ 15.00 Crore to ₹ 5.00 Crore in such manner that 2/3 of share capital would be extinguished out. Further, each equity share of 10 each would be splitted into five equity shares of Rs. 2 each. Therefore, a shareholder holding 100 shares of ₹ 10/- each will have 165 shares of ₹ 2 /- each post-reduction of capital. The reduction of capital reduces accumulated loss of Vista by 90.99% which will help management to run business more effectively.

We hereby opine that the value per share for the proposed Scheme of Reduction of Capital is fair and reasonable.

On the basis of the documents verified and information sought from the management of Vista, we have arrived at the conclusion that the value per share recommended by M/s. **PRV Associates** (Chartered Accountants) vide their report dated 09/10/2013 appears to be fair and justified.





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Annexure - II

Compliance Report on Corporate Governance

Name of the Company : **VISTA PHARMACEUTICALS LTD.**
As on : **31-10-2013.**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	YES	
(A) Composition of Board	49 (IA)	YES	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	YES	
(C) Other provisions as to Board and Committees	49 (IC)	YES	
D) Code of Conduct	49 (ID)	YES	
II. Audit Committee	49 (II)	YES	
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee	49 (IIB)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49 (IID)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
III. Subsidiary Companies	49 (III)	NA	
IV. Disclosures	49 (IV)	YES	
(A) Basis of related party transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	Will be Complied in the Annual Report 2013-2014
(C) Board Disclosures	49 (IV C)	YES	Will be Complied in the Annual Report 2013-2014
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	NA	
(E) Remuneration of Directors	49 (IV E)	YES	Will be Complied in the Annual Report





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			2013-2014
(F) Management	49 (IV F)	YES	-do-
(G) Shareholders	49 (IV G)	YES	-do-
V.CEO/CFO Certification	49 (V)	YES	-do-
VI. Report on Corporate Governance	49 (VI)	YES	-do-
VII. Compliance	49 (VII)	YES	Will be Complied in the Annual Report 2013-2014

For Vista Pharmaceuticals Limited


Managing Director

Place: Hyderabad
Date: 31.10.2013.





Vista Pharmaceuticals Ltd

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ANNEXURE IV

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Reduction of Capital.

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per	Whether Complied or not & How
	CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied A1 (submitted already)
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied B1 – B8 (submitted already)
2.b	Valuation Report from Independent Chartered Accountant	Complied C1 – C7 (submitted already)





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2.c	Report from the Audit Committee recommending the Draft Scheme	Complied D1 – D2 (submitted already)
2.d	Fairness opinion by merchant banker	Complied E1 – E5 (submitted already)
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied F1 – F2 (submitted already)
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied G1 (submitted already)
2.g	Compliance with Clause 49 of Listing Agreement	Complied H1
2.h	Complaints Report	Complied I1 (submitted already)
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	NA
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	NA
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	NA





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6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (b) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	NA
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	NA

Date:21.11.2013



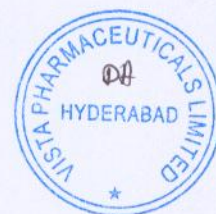
For Vista Pharmaceuticals Ltd

Dhananjaya Alli
Dr.Dhananjaya Alli
Managing Director

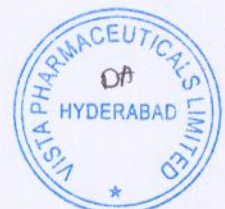
ANNEXURE V

Brief particulars of the company

Particulars	Details
Name of the company	M/s.VISTA PHARMACEUTICALS LIMITED
Date of Incorporation & details of name changes, if any	January 25,1991 & There is no change in Name of the Company since Incorporation
Registered Office	Plot Nos.10 -14 & 16 -20, APIIC, Industrial Estate, Gopalaipalli Village, Narketpalli Mandal Nalgonda District., Andhra Pradesh, India
Brief particulars of the scheme	<p>(i) Reduction in Equity Share Capital of the Company from Rs.15,00,00,000 divided into 1,50,00,000 equity shares of Rs.10/- each to Rs.5,00,00,000 divided into 50,00,000 equity shares of Rs.10/- each, whereby 2/3rd of shares are extinguished out of the total paid-up Capital of the Company.</p> <p>(ii) Pursuant to the Reduction of Capital, each of the Paid shares of Rs.10/- each is split in to Rs.2/- per share resulting to 2,50,00,000 equity shares of Rs.2/- each.</p>
Rationale	<p>a) As on 31.03.2012 as per the Audited Financial results of the Company, the total accumulated losses and share capital unrepresented by available assets of the Company are Rs 10,99,91,165 as against the Paid-up equity share capital of Rs 15,00,00,000. Mere infusion of further funds into the Company will not benefit any existing share holder even if the Company registers profits in coming years since no dividend can be paid out of profits unless accumulated losses are wiped out. Under this Scheme the accumulated losses are reduced to the extent of reduction of capital. Under this Scheme, if approved, the Company will represent true financial position which would benefit both the Company, Institutions in general, and share holders in particular as their holding will yield better results and value.</p> <p>b) To improve the liquidity of shares for trading purposes, the par value of each equity share has been split into Rs. 2/- each</p>
Date of resolution passed by the Board of Director of the company approving the scheme	February 12, 2013



Date of meeting of the Audit Committee in which the draft scheme has been approved	February 12, 2013
Appointed Date	Not Applicable
Name of Exchanges where securities of the company are listed	BSE Limited
Nature of Business	Manufacturing of Pharmaceutical Formulations
Capital before the scheme	Rs.15,00,00,000 divided into 1,50,00,000 equity shares of Rs.10/- each
No. of shares to be issued	Not Applicable
Cancellation of shares on account of cross holding, if any	Not Applicable
Capital after the scheme	(i) After Reduction of Share Capital: Rs.5,00,00,000 divided into 50,00,000 equity shares of Rs.10/- each (ii) Splitting of Equity Shares pursuant to Reduction of Share Capital: Rs.5,00,00,000 divided into 2,50,00,000 equity shares of Rs.2/- each
Net Worth	(Rs. in crores)
Pre	8.54
Post	8.54
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Mr.CH.Venkatramayya Chartered Accountants Firm Reg.no:0064475
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Net Asset Value
Fair value per shares	5.70
Exchange ratio	Not Applicable
Name of Merchant Banker giving fairness opinion	Mr.Hari Surya M/s.Systematix Corporate Services Ltd.



Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	4030477	26.87	6717462	26.87
Public	10969523	73.13	18282538	73.13
Custodian	NIL	NIL	NIL	NIL
TOTAL	15000000	100	25000000	100
No of shareholders	10803			
Names of the Promoters	Dr.Dhananjaya Alli and associates			
Names of the Board of Directors	Sr	NAME OF THE DIRECTOR	DESIGNATION	
	1	Dr.Dhananjaya Alli	Managing Director	
	2	Dr.Stanley Prabhakar Reddy	Director	
	3	Mr.G.Narendra	Director	
	4	Mr.MH Rao	Director	
	5	Mrs.Vani Vatti	Director	
	6	Mr.K.Rajendra Prasad	Nominee Director (APIDC)	
Details regarding change in management control if any	Nil			

For VISTA PHARMACEUTICALS LTD.

Dhananjaya Alli
Dr.Dhananjaya Alli
Managing Director





Vista Pharmaceuticals Ltd

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ANNEXURE VII

confirmation by the company:

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Scheme of reduction of Capital

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation/ arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(f) of the Listing agreement or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) The Complaint report as per Annexure III.
 - iv) The observation letter issued by the stock exchange
- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Clause 5.16 (c) SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, has been disseminated on company's website as per Website link given hereunder:
www.vistapharmaceuticals.com
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote





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- f) cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it **(if applicable)**
- g) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- h) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

For **VISTA PHARMACEUTICALS LIMITED**



Dhananjayalli
Dr.Dhananjaya Alli
Managing Director

Date:21.11.2013.

CERTIFICATE

We, PRV Associates, Chartered Accountants, Hyderabad hereby certify that M/s. Vista Pharmaceuticals Limited having its Registered office Plot Nos. 10 to 14 and 16 to 20, APIIC, Industrial Estate, Chityal, Gopalaipalli – 508254, Andhra Pradesh does not fall under the category of Para No. 5.16(a) of SEBI Circular dated May 21, 2013 as the Company is making an application for the Scheme of Arrangement for Reduction of Capital and Splitting of Shares based on the information and explanation provided by the Company.

This certificate has been issued at the request of the Company.

Hyderabad
9-10-2013

// Certified True Copy //
For PRV ASSOCIATES



Chartered Accountant





Vista Pharmaceuticals Ltd

7-1-212/A/70, Plot No. : 85, Shivbagh, Ameerpet, Hyderabad-16.

India Tel: 91-40-65581585, Fax : 91-40-23741585

e-mail : vistapharma@gmail.com www.vistapharmaceuticals.com

To
The General Manager,
Department Of Corporate Services,
BSE Limited,
P.J.Towers, Dalal Street,
MUMBAI – 400 001.

21.11.2013.

Dear Sir/Madam,

Sub:Listing Agreement – Approval under Clause 24(f) – Scheme of Reduction of Equity share capital – Submission of further documents required – Reg.

Ref:(1) Scrip code : 524711

(2) Your mail dated: 23/10/2013.

Please find below the status of further documents sought and approve the scheme at the earliest:

S.No.	Documents sought	Status/Remarks
1	Revised Compliance Report as per clause 49 of the listing agreement per Annexure II (dated last quarter or todays date) as per Annexure IV	Enclosed
2	Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 as per Annexure IV	Enclosed
3	Provide revised Resolution accepting auditor certificate as per clause 5.16(a) of SEBI circular relating to e-voting in non-applicability	Enclosed
4	Revised Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure V by adding the details with respect to valuation report, fairness opinion etc.	Enclosed
5	Revised Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure VII	Enclosed
6	Arrange to send hard copy of Annual Report 12-13	Sent
7	Ensure that all the above mentioned changes is uploaded in the company's website (whatever required)	Uploaded

Kindly take the above on records and do the needful at the earliest in this regard.

Thanking You,

For Vista Pharmaceuticals Limited

M. Nagaraj
Authorized Signatory.



• **Statement of Limiting Conditions**

Disclaimer Clause

Our work does not constitute an audit in accordance with GAAP, an examination of internal controls or attestation or review services. Accordingly, we do not express an opinion on the information provided.

The opinion expressed herein is provided for the information of the Board of Directors of the Company in their evaluation of the proposed Reduction of Capital. This opinion does not in any way constitute a recommendation by Systematix to any equity shareholders or stakeholders as to whether such holders should approve or reject such reduction. Please read this Fairness Opinion carefully and entirely.

We have been engaged by the Company to issue a Fairness Opinion, which is independent of the happening or otherwise of the Arrangement. We express no view as to, and our opinion does not address, the fairness (financial or otherwise) of the amount or nature or any other aspect of any compensation to any officers, directors or employees of any parties to the Arrangement, or any class of such persons.

It is understood that this Fairness Opinion may not be relied upon by, nor be disclosed, in whole or in part to any third party for any purpose whatsoever. Notwithstanding the foregoing, this Fairness Opinion may be reproduced in the explanatory statement sent to the shareholders along with the Notice of General Meeting / Postal Ballot form, conducted to get approval for the proposed Reduction of Capital, so long as form of reproduction of the Fairness Opinion in such report or any description of or reference in such report to Systematix, is in a form acceptance to us.

*****End of the Report*****





Vista Pharmaceuticals Ltd

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India Tel: 91-40-65581585, Fax : 91-40-23741585

e-mail : vistapharma@gmail.com www.vistapharmaceuticals.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF VISTA PHARMACEUTICALS LIMITED, HELD ON 10.10.2013 AT 11.30AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NOS. 10 TO 14 AND 16 TO 20, APIIC, INDUSTRIAL ESTATE, CHITYAL, GOPALAIPALLI – 508254, ANDHRA PRADESH

CONFIRMATION BY THE BOARD OF DIRECTORS

“**RESOLVED THAT** Board of Directors of the Company hereby confirms that Para No. 5.16 (a) of the SEBI Circular dated May 21, 2013 is not applicable to the company, as the company does not fall under any of the three criteria mentioned under 5.16 (a) of the said circular, further the Company’s Scheme of Arrangement is pertaining to the Reduction of Capital and Splitting of shares only.”

“**RESOLVED FURTHER THAT** the Certificate from PRV Associates, Chartered Accountants, Hyderabad certifying the non-applicability of Para No. 5.16 (a) of the SEBI Circular dated May 21, 2013 be and is hereby approved.”

“**RESOLVED FURTHER THAT** all Directors of the Company be and are hereby severally authorised to do such of acts, deeds and things as may be necessary, whether ancillary or incidental thereto, for giving effect to these resolution.”

We hereby certify that the following resolution of the Board of Directors of **VISTA PHARMACEUTICALS LIMITED** was passed at the meeting of the board held on 10.10.2013 and has been duly recorded in the minute book of the Company.

// Certified True Copy //

For **VISTA PHARMACEUTICALS LIMITED**



Dhananjaya Ali
Dr.Dhananjaya Ali
Managing Director



Vista Pharmaceuticals Ltd

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India Tel: 91-40-65581585, Fax : 91-40-23741585

e-mail : vistapharma@gmail.com www.vistapharmaceuticals.com

ANNEXURE VII

confirmation by the company:

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Scheme of reduction of Capital

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation/ arrangement does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(f) of the Listing agreement or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) The Complaint report as per Annexure III.
 - iv) The observation letter issued by the stock exchange
- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Clause 5.16 (c) SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, has been disseminated on company's website as per Website link given hereunder:
www.vistapharmaceuticals.com
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote





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- f) cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it **(Not applicable)**
- g) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- h) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

For **VISTA PHARMACEUTICALS LIMITED**



Dhananjaya
Dr.Dhananjaya Alli
Managing Director

Date: 04.12.2013.

SCHEME OF REDUCTION OF CAPITAL

BETWEEN

**M/s. VISTA PHARMACEUTICALS LIMITED
AND
ITS MEMBERS**

PART I

1. GENERAL

The Scheme of Reduction of Capital (herein after referred to as "Scheme") is made pursuant to the provisions of Sections 100-103 r/w section 94 and other relevant provisions of the Companies Act, 1956.

2. DEFINITIONS

In the Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meanings given below, and applicable to both sections, unless otherwise stated specifically.

"Act" or **"the Act"** means the Companies Act, 1956 or any amendments thereto or re-enactment thereof.

"Board" means Board of Directors of the Company, as the case may be.

"Company" means 'VISTA PHARMACEUTICALS LIMITED'

"Effective Date" shall be the last of the following dates or such other dates as the Court may direct, namely:

The date on which certified copies of the order of the High Court of Andhra Pradesh under Sections 100-103 r/w 94 of the Act are filed with the Registrar of Companies, Andhra Pradesh or the date on which last of the consents, approvals, sanctions and/or

Ghanu Jayanthi

orders as are hereinafter referred to in paragraph 7 of this Scheme have been obtained, whichever is later.

“**Equity Shares**” means fully paid equity shares of Rs. 10/- each issued by the Company, till the effective date and post effective date, the Equity shares means fully paid Equity shares of Rs. 2/- each.

“**High Court**” means the High Court of Judicature of Andhra Pradesh at Hyderabad.

“**PROMOTERS**” means and include Dr Dhananjaya Alli and associates who promoted the Company.

“**Record Date**” means the date to be fixed by the Board of Directors or a Committee of the Company and for the purpose of determining the members of the Company to whom shares of the Company will be exchanged pursuant to this Scheme.

“**Scheme**” means this Scheme of Reduction of Capital of the Company, in its present form or with any modification(s) approved or directed by the Hon’ble High Court of Andhra Pradesh.

“**Shareholder**” means a person holding Equity Shares, who is registered as a member in the Register of Members of the Company on such dates as specified in the Scheme.

PART- II

1. SHARE CAPITAL STRUCTURE:

The share capital of the Company as on 31/03/2012, the date of last Audited Financial Statements, is as under:

Particulars	Particulars	Amount in Rs.
AUTHORISED CAPITAL	1,50,00,000 Equity Shares of Rs. 10 each.	15,00,00,000
ISSUED and SUBSCRIBED CAPITAL	1,50,00,000 Equity Shares of Rs. 10 each.	15,00,00,000
PAID UP CAPITAL	1,50,00,000 Equity Shares of Rs. 10 each.	15,00,00,000

Dhananjaya Alli

2. MAIN OBJECTS OF THE COMPANY:

To carry on the business of Manufacture, formulate and process all kinds of Pharmaceutical Drugs and its allied products, as detailed in Main Objects Clause III of Memorandum of Association of the Company

3. FINANCIAL PERFORMANCE OF THE COMPANY:

As per latest Audited Financial Statements of the Company, as on 31/03/2012, the following is the summary:

(Rs. lacs)

PATICULARS	AMOUNT
Paid up Capital	1500.00
Share premium	358.69
Secured Loans	Nil
Unsecured loans	Nil
Current liabilities	591.23
Current Assets	166.29
Fixed Assets (Net)	1296.48
Revenue	362.93
Expenditure	571.04
Loss for the year	166.30
Accumulated Losses	1099.91

PART – III

THE SCHEME: The Scheme includes the following:

1. REDUCTION OF FULLY PAID EQUITY SHARES :

The Scheme seeks to reduce or otherwise alter the issued, subscribed and paid up capital of the Company and the same will therefore remain altered as a result of the Scheme.

On the effective date and after securing necessary approvals and permissions, the Company shall reduce its fully paid up equity share capital from Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 1,50,00,000(One Crore Fifty Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 5,00,00,000 (Rupees Five Crores)



divided into 50,00,000(Fifty Lakhs only) equity shares of Rs.10/- (Rupees Ten only) each, whereby 2/3rd of shares are extinguished out of total paid up capital of the company.

2. SPLITTING OF EQUITY SHARES OF RS. 10/- EACH INTO RS. 2/- EACH

It is also proposed, on effective date, pursuant to reduction of capital, each of the paid shares of Rs. 10/-(Rupees Ten only) each is split into Rs.2/- (Rupees Two only) per share.

Accordingly, after effective date of the Scheme, every Equity Share of Rs.10/- paid up shall be deemed to be paid up only to the extent of Rs 2/- per Equity Share. Accordingly number of shares shall be held by shareholders will be altered as under:

A share holder who is holding 100 Equity Shares of Rs. 10/- each aggregating to Rs.1,000/- shall hold (after reduction) 166 shares of Rs. 2/- each aggregating to Rs.332/-. The revised structure of the Share Capital of the Company shall be as specified in below mentioned clauses of the Scheme. The Company is not intending to call for any additional amount from any of the existing shareholders, after reduction of capital, as per the present scheme.

FOR BETTER UNDERSTANDING AND CLARITY A SHARE HOLDER IN VISTA PHARMACEUTICALS LIMITED WILL BE HOLDING SHARES AS MENTIONED BELOW:

S.No	Particulars	No of Shares	Paid up per Share Rs.	Total Value Rs.
1.	Before Scheme	100	10	1,000
2	After reduction of capital	166	2	332

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3. THE PROPOSED RESTRUCTURING OF CAPITAL BY REDUCTION OF CAPITAL UNDER SECTION 100 r/w 94 OF COMPANIES ACT, 1956 OF THE COMPANY SHALL BE REFLECTED IN THE BOOKS OF ACCOUNTS OF THE COMPANY IN THE FOLLOWING MANNNER AS ON EFFECTIVE DATE.

Particulars	As on 31.03.2012	As on Effective Date
I) Restructuring of Capital by Reduction & Splitting of par value of each share		
Authorized Share Capital		
a) No. of shares	1,50,00,000 of Rs 10/- each	7,50,00,000 of Rs 2/- each
b) Amount	Rs. 15,00,00,000/-	Rs. 15,00,00,000/-
Issued, Subscribed and Paid up Capital		
a) No. of Shares	1,50,00,000 of Rs 10/- each	2,50,00,000 of Rs 2/- each
b) Additional Shares to be issued	Nil	Nil
c) Total paid up share capital	Rs. 15,00,00,000/-	Rs. 5,00,00,000/-
i) Profit and Loss Account (Debit Balance)	Rs. 10,99,91,165	Rs. 99,91,165
ii) Capital Reserve Account	Rs. 95,95,000	Rs. 95,95,000
iii) Securities Premium Reserve	Rs. 3,58,69,875	Rs.3,58,69,875
iv) Capital Reduction Account	Nil	Nil

Sharanjayalli

4. PRE & POST APPROVAL OF SCHEME, THE SHARE HOLDING PATTERN OF THE COMPANY SHALL BE IN THE FOLLOWING MANNER.

	Before Reduction of capital		After Reduction of capital		After splitting Par value of shares	
	No. of Shares of Rs. 10 each	% to Total	No. of Shares of Rs.10 each	% to Total	No. of Shares of Rs. 2 each	% to Total
a) Promoters Group holding	40,30,477	26.87	13,43,493	26.87	67,17,462	26.87
b) Public Holding	1,09,69,523	73.13	36,56,507	73.13	1,82,82,538	73.13
TOTAL	1,50,00,000	100.00	50,00,000	100	2,50,00,000	100.00

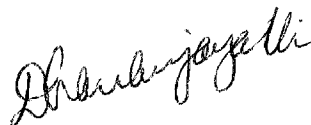
5. The Scheme is merely a reduction of capital of the company and its members under Section 100 to 103 and Splitting of Par Value of Equity Shares under Section 94 of the Act and does not envisage transfer or vesting of any properties and/or liabilities to or in favour of the Company.
6. The Scheme does not involve any conveyance or transfer of any property and consequently, further the order of the Hon'ble High Court of Andhra Pradesh approving the Scheme will not attract any stamp duty, under the Andhra Pradesh Stamp Act.
7. In case any member's holding in the Company is such that the member becomes entitled to a fraction of an equity share of the Company after reduction, the Company shall not issue fractional share certificates to such members but shall consolidate such fractions and issue consolidated equity shares to separate trustees nominated by the Company in that behalf, who shall sell such shares and distribute the net sale proceeds (after deduction of the expenses incurred) to the members respectively entitled to the same, in proportion to their respective fractional entitlements in the Company.
8. The shares certificates in relation to the shares held by Equity Shareholders whose names appear in the register of Members as on Record Date, shall, without any

Shanmugam

further application, act, instrument or deed, be deemed to have been automatically cancelled and new share certificates with the revised number of shares will be issued by the Company. It is clarified that the number of shares held in dematerialised form will be reduced automatically and it will be deemed that on such reduction, the shares were reduced in accordance with the Scheme.

8. The reduction of capital in the manner proposed will enable the Company to have a rational capital structure which is commensurate with its remaining business and assets.
9. The proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as a whole. Such reduction will also not cause any prejudice to the creditors of the Company. The reduction of capital does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid-up capital. The creditors of the Company are in no way affected by the proposed reduction of the share capital. Further, the proposed adjustment would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.
10. The proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as a whole. Such reduction will also not cause any prejudice to the creditors of the Company. The reduction of capital does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid-up capital. The creditors of the Company are in no way affected by the proposed reduction of the share capital. Further, the proposed adjustment would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.
11. The Company need to obtain Share holders Approval as required under Section 100 to 103 r/w section 94 of the Act, by passing a Special Resolution at its Shareholders meeting to be held on Thursday, the 15th November, 2012, as per the notice Dated 09/10/2012, for Reduction of Capital and splitting of par value of each share, as per the Special Resolution given here under;

"RESOLVED THAT pursuant to the provisions of Sections 100-103 r/w 94 and other applicable provisions, if any, of the Companies Act, 1956 (the "Act") and Article 57 of the Articles of Association of the Company and subject to obtaining such approvals, consents, permissions and sanctions as may be required including that of Creditors (if necessary) and subject to the sanction by the Hon'ble High Court of Andhra Pradesh at Hyderabad consent of the members be and is hereby accorded to,



(i) the reduction in the issued, subscribed and paid-up share capital of the Company from Rs.15,00,00,000/- (Rupees Fifteen Crores only) comprising of 1,50,00,000 Equity Shares of face value Rs.10/- each to Rs.5,00,00,000/- (Rupees Five Crores only) comprising of 50,00,000 equity shares of face value Rs.10/- each.

(ii) and split the par value of the share from Rs.10/- each to Rs.2/- each, consequent to reduction of capital, on and from the date on which the Scheme will come into effect, by way of a reduction on a proportionate basis from each Equity Share of Rs.10/- each and splitting of par value of each Equity Shares, pursuant to the aforesaid reduction.

"FURTHER RESOLVED THAT subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee which the Board of Directors of the Company may have constituted or may hereafter constitute and/or any director or any individual, delegated with the powers necessary for the purpose) of the Company may agree and accept, such amendments/alterations etc.

"FURTHER RESOLVED THAT pursuant to the reduction of capital of the company, Clause no. IV (i) in Memorandum of Association of the Company be altered as given hereunder:

'The Authorised Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) equity shares of Rs. 2/- (Two Only) each with power of the company to consolidate & convert subdivide, reduce or increase the capital unto issue any new shares with any preferential or special rights and conditions attached there to, subject to the Companies Act, 1956'

"FURTHER RESOLVED THAT pursuant to the reduction of capital of the company, Article no. 4 (i) in Articles of Association of the Company be altered as given hereunder:

'The Authorised Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) equity shares of Rs. 2/- (Two Only) each with power of the company to consolidate & convert subdivide, reduce or increase the capital unto issue any new shares with any preferential or special rights and conditions attached there to, subject to the Companies Act, 1956'

"RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorised to do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental thereto for giving effect to the above resolution including but not limited to:

(i) settling, finalising, executing and filing all necessary documents including the petitions, affidavits, pleadings and such other documents as may be required to be filed with the Hon'ble High Court of Andhra Pradesh, at Hyderabad or any other

Dhanrajayalli

authority and such further deeds, documents and writings as may be necessary in this regard;

(ii) making applications to the relevant authorities or other persons for their approval to the said reduction, as may be required, including but not limited to Bombay Stock Exchange.

(iii) making such disclosures to governmental or regulatory authorities as may be required;

(iv) affixing the Common Seal of the Company in accordance with the provisions of the Articles of Association of the Company on any documents in connection with the above resolution, as may be required; and

(v) settling all questions, difficulties or doubts that may arise in connection with the reduction of capital as it may, in its absolute discretion, deem fit.”

Part IV

a) RATIONALE AND PURPOSE OF THE SCHEME

- a) As on 31.03.2012 as per the Audited Financial results of the Company, the total accumulated losses and share capital unrepresented by available assets of the Company are Rs 10,99,91,165/- as against the Paid-up equity share capital of Rs 15,00,00,000. Mere infusion of further funds into the Company will not benefit any existing share holder even if the Company registers profits in coming years since no dividend can be paid out of profits unless accumulated losses are wiped out. Under this Scheme the accumulated losses are reduced to the extent of reduction of capital. Under this Scheme, if approved, the Company will represent true financial position which would benefit both the Company, Institutions in general, and share holders in particular as their holding will yield better results and value.
- b) To improve the liquidity of shares for trading purposes, the par value of each equity share has been split into Rs. 2/- each.
- c) On the approval of the Scheme, by the Hon'ble High Court of AP, the words “and reduced” after name of the company may be dispensed with, as the company is a listed company.

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b) IMPACT OF THE SCHEME ON EMPLOYEES/WORKERS:

If approved the Scheme shall not have any impact on the employees/workers of the Company and generally they may be benefited since true financial position of the Company would be improved and made clear.

c) IMPACT OF THE SCHEME ON CREDITORS/BANKS/FINANCIAL INSTITUTIONS.

If approved the Scheme of Arrangement shall not have any impact on the creditors/banks/financial institutions of the Company and generally they may be benefited since true and better financial position of the Company would be made out. Also there is no effect on the outstanding dues to creditors/banks/financial institutions and the charge on the assets of the Company shall continue in favour of secured creditors.

d) LEGAL PROCEEDINGS

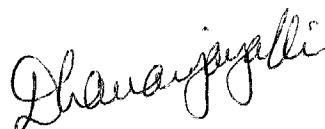
All legal or other proceedings by or against the Company pending and/or arising on or before the 'Effective Date' relating to the said Company including their property, rights powers, liabilities, debts, obligations and duties of the Company shall be continued and be enforced by or against Company as the case may be.

e) APPLICATION TO THE HIGH COURT OF ANDHRA PRADESH

This Scheme involves (i) reduction of share capital as contemplated by the Articles of Association of the Company, as per Article No 57. Approvals of the Hon'ble High Court of Andhra Pradesh pursuant to this Scheme under section 100 to 103 r/w 94 and other applicable provisions, if any, of the Companies Act 1956 are being sought as a measure of legal compliance, transparency, prudence and extra caution.

6. MODIFICATIONS / AMENDMENTS OF THE SCHEME.

The Company by its Directors (including a Committee of Directors constituted for this purpose) may affect or assent to any modification(s) or amendment(s) of the Scheme or agree to any terms and/or conditions which the Court and/or any modification or amendment to the Scheme or agree to any terms and/or conditions which the Court and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable by the Board of Directors of the Company for setting any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme or otherwise as may be considered to be in the best interest of the Company and its members and do all



acts, deeds and things as may be necessary desirable or expedient for giving effect to the Scheme.

7. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

- a) The approval of the Stock exchange(s) by an 'Observation Letter'.
- b) The approval to the Scheme by the requisite majority of the members of the Company.
- b) The requisite resolutions under the applicable provisions of the Act including in particular Section 100 and other applicable provisions, if any, of the Act being passed by the members of the Company for any of the matters provided for or relating to the Scheme as may be necessary.
- c) The sanction of the Hon'ble High Court of Judicature at Andhra Pradesh under the section 100 to 103 r/w 94 of the Act, being obtained.
- d) The requisite approval of the Reserve Bank of India and/or the Central Government being obtained under the provisions of Foreign Exchange Management Act, 1999 if any required, for the issue of shares pursuant to the Scheme to the non-resident Members of the Company.
- e) Any other sanction or approval of the Appropriate Authorities concerned, as may be considered necessary and appropriate by the Board of Directors of the Company being obtained and granted in respect of any of the matters for which such sanction or approval is required.

8. EFFECT OF NON-RECEIPT OF APPROVAL /SANCTIONS:

In the event of any of the aforesaid sanctions and approvals not being obtained and/or the Scheme not being sanctioned by the Hon'ble High Court of Andhra Pradesh and/or the order or orders not being passed as aforesaid the Scheme shall become null and void and Company shall bear and pay the costs, charges and expenses for/or in connection with the Scheme.

Dhananjayalli

9. SEVERABILITY

If any part of the said Scheme hereof is ruled illegal or invalid by, or is not sanctioned by the Hon'ble High Court, or is unenforceable under present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of the said Scheme, and the said Scheme shall not be affected thereby, unless the deletion of such part shall cause the said Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in the said Scheme, as will best preserve for the parties the benefits and obligations of the said Scheme, including but not limited to such part.

10. EXPENSES CONNECTED WITH THE SCHEME.

All costs, charges and expenses in relation to or in connection with the Scheme and of carrying out and implementing/complementing the terms and provisions of this Scheme and/or incidental to the completion thereof in pursuance of the Scheme shall be borne and paid solely by the Company.

Shanujayalli

DCS/AMAL/PS/24(f)/384/2013-14

February 10, 2014

The Company Secretary
Vista Pharmaceuticals Limited
APIIC, Industrial Estate Gopalaipalli V,
Marketpalli Mandal,
Plot no 10 to 14 & 16 to 20,
Nalgonda, Andhra Pradesh - 508254

Dear Sir / Madam,

Sub: Observation letter regarding the Scheme of Arrangement between Vista Pharmaceuticals Limited and its Members.

We are in receipt of draft Scheme of Arrangement involving Reorganization of Shares Capital of company and Splitting of Face Value of the Equity Share from Rs. 10/- each to Rs. 2/- each

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No.CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI has vide its letter dated February 10, 2014 given the following comment(s) on the draft scheme of arrangement:

- a) *Updated draft scheme, Valuation Report and Fairness Opinion submitted by the company is displayed from the date of receipt of this letter on the website of the company along with various documents submitted pursuant to the said Circulars.*
- b) *The company shall duly comply with various provisions of the Circulars.*

Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

Further, you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon'ble High Court.

The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Yours faithfully,


Nitin Pujari
Manager


Bhuvana Sriram
Deputy Manager

VISTA PHARMACEUTICALS LIMITED								
SHAREHOLDING PATTERN AS ON 30/09/2013								
Category code	Category of Shareholder	Number of Shareholders	Total Number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of		Shares pledged or otherwise encumbered	
					As a Percentage of (A+B)1	As a Percentage of (A+B+C)	Number of Shares	As a percentage
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
a.	Individuals/Hindu Undivided Family	1	20	20	0	0	0	0
b.	Central Government/State Government(s)	0	0	0	0	0	0	0
c.	Bodies Corporate	0	0	0	0	0	0	0
d.	Financial Institutions/Banks	1	450000	450000	3.00	3.00	0	0
	Others :-							
e.	Mutual Funds	0	0	0	0	0	0	0
f.	Trusts	0	0	0	0	0	0	0
	Sub Total (A)(1)	2	450020	450020	3.00	3.00	0	0
(2)	Foreign	0	0	0	0	0	0	0
a.	Individuals (Non Resident Individuals/Foreign Indi	4	963000	963000	6.42	6.42	0	0
b.	Bodies Corporate	0	0	0	0	0	0	0
c.	Institutions	0	0	0	0	0	0	0
	Others :-							
d.	Overseas Corporate Bodies	1	2617457	2617457	17.45	17.45	0	0
	Sub Total (A)(2)	5	3580457	3580457	23.87	23.87	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	7	4030477	4030477	26.87	26.87	0	0
(B)	Public Shareholding	0	0	0	0	0	0	0
(1)	Institutions	0	0	0	0	0	0	0
a.	Mutual Funds/UTI	4	8500	0	0.06	0.06	0	0
b.	Financial Institutions/Banks	1	100	0	0	0	0	0
c.	Central Government/State Government(s)	0	0	0	0	0	0	0
d.	Venture Capital Funds	0	0	0	0	0	0	0
e.	Insurance Companies	0	0	0	0	0	0	0
f.	Foreign Institutional Investors	0	0	0	0	0	0	0
g.	Foreign Venture Capital Investors	0	0	0	0	0	0	0
	Others :-							
h.	Foreign Companies	0	0	0	0	0	0	0
	Sub Total (B)(1)	5	8600	0	0.06	0.06	0	0
(2)	Non-Institutions	0	0	0	0	0	0	0
a.	Bodies Corporate	83	210879	177579	1.41	1.41	0	0
b.	Individuals	0	0	0	0	0	0	0
	i. Individual shareholders holding nominal sha							
	upto Rs.1 lakh	10541	2903097	1975012	19.35	19.35	0	0
	i. Individual shareholders holding nominal sha							
	in excess of Rs.1 lakh	50	2271968	2231968	15.14	15.14	0	0
	Others :-							
c.	Non Resident Individuals	38	5561813	4788313	37.08	37.08	0	0
d.	Overseas Corporate Bodies	0	0	0	0	0	0	0
e.	Trusts	0	0	0	0	0	0	0
f.	Employees	0	0	0	0	0	0	0
g.	Clearing Members	13	13166	13166	0.09	0.09	0	0
h.	Foreign Nationals	0	0	0	0	0	0	0
	Sub Total (B)(2)	10725	10960923	9186038	73.07	73.07	0	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)	10730	10969523	9186038	73.13	73.13	0	0
	Total (A)+(B)	10737	15000000	13216515	100.00	100.00	0	0
(C)	Shares held by Custodians and against Depository Receipts have been issued	0	0	0	0	0	0	0
	Grand Total (A)+(B)+(C)	10758	15000000	13216515	100.00	100.00	0	0



VISTA PHARMACEUTICALS LIMITED
SHAREHOLDING PATTERN AS ON 31/12/2013

Category code	Category of Shareholder	Number of Shareholders	Total Number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of		Shares pledged or otherwise encumbered	
					As a Percentage of (A+B)1	As a Percentage of (A+B+C)	Number of Shares	As a percentage
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
a.	Individuals/Hindu Undivided Family	1	20	20	0	0	0	0
b.	Central Government/State Government(s)	0	0	0	0	0	0	0
c.	Bodies Corporate	0	0	0	0	0	0	0
d.	Financial Institutions/Banks	1	450000	450000	3.00	3.00	0	0
	Others :-							
e.	Mutual Funds	0	0	0	0	0	0	0
f.	Trusts	0	0	0	0	0	0	0
	Sub Total (A)(1)	2	450020	450020	3.00	3.00	0	0
(2)	Foreign	0	0	0	0	0	0	0
a.	Individuals (Non Resident Individuals/Foreign	4	963000	963000	6.42	6.42	0	0
b.	Bodies Corporate	0	0	0	0	0	0	0
c.	Institutions	0	0	0	0	0	0	0
	Others :-							
d.	Overseas Corporate Bodies	1	2617457	2617457	17.45	17.45	0	0
	Sub Total (A)(2)	5	3580457	3580457	23.87	23.87	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	7	4030477	4030477	26.87	26.87	0	0
(B)	Public Shareholding	0	0	0	0	0	0	0
(1)	Institutions	0	0	0	0	0	0	0
a.	Mutual Funds/UTI	4	8500	0	0.06	0.06	0	0
b.	Financial Institutions/Banks	1	100	0	0	0	0	0
c.	Central Government/State Government(s)	0	0	0	0	0	0	0
d.	Venture Capital Funds	0	0	0	0	0	0	0
e.	Insurance Companies	0	0	0	0	0	0	0
f.	Foreign Institutional Investors	0	0	0	0	0	0	0
g.	Foreign Venture Capital Investors	0	0	0	0	0	0	0
	Others :-							
h.	Foreign Companies	0	0	0	0	0	0	0
	Sub Total (B)(1)	5	8600	0	0.06	0.06	0	0
(2)	Non-Institutions	0	0	0	0	0	0	0
a.	Bodies Corporate	83	223837	190537	1.49	1.49	0	0
b.	Individuals	0	0	0	0	0	0	0
	i. Individual shareholders holding nominal upto Rs.1 lakh	10515	2898041	1983056	19.32	19.32	0	0
	i. Individual shareholders holding nominal in excess of Rs.1 lakh	49	2262966	2236166	15.09	15.09	0	0
	Others :-							
c.	Non Resident Individuals	38	5561813	4788313	37.08	37.08	0	0
d.	Overseas Corporate Bodies	0	0	0	0	0	0	0
e.	Trusts	0	0	0	0	0	0	0
f.	Employees	0	0	0	0	0	0	0
g.	Clearing Members	15	14266	14266	0.1	0.1	0	0
h.	Foreign Nationals	0	0	0	0	0	0	0
	Sub Total (B)(2)	10700	10960923	9212338	73.07	73.07	0	0
	Total Public Shareholding (B)=(B)(1)+(B)(2)	10705	10969523	9212338	73.13	73.13	0	0
	Total (A)+(B)	10712	15000000	13242815	100.00	100.00	0	0
(C)	Shares held by Custodians and against Depository Receipts have been issued	0	0	0	0	0	0	0
	Grand Total (A)+(B)+(C)	10712	15000000	13242815	100.00	100.00	0	0

M. Nagarajulu
