

# VISA STEEL LIMITED

## VISA STEEL

CORPORATE OFFICE  
VISA HOUSE,  
8/10, ALIPORE ROAD  
KOLKATA - 700 027  
Tel : +91-33-3011 9000  
Fax : +91-33-3011 9002  
Website : www.visasteel.com  
CIN NO : L51109OR1996PLC004601

30 December 2015

|                                                                                                                                                                    |                                                                                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| BSE Limited<br>25 Floor P J Towers<br>Dalal Street,<br>Mumbai 400 001<br><br><b><u>Fax no: 91 – 22 – 2272 3121</u></b><br><br><b><u>BSE SCRIP CODE: 532721</u></b> | ✓ National Stock Exchange of India Limited<br>Exchange Plaza, Plot No. C/1, G Block<br>Bandra – Kurla Complex, Bandra (E)<br>Mumbai 400 051<br><br><b><u>Fax no: 91 – 22 – 2659 8237 / 38</u></b><br><br><b><u>NSE SYMBOL: VISASTEEL</u></b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

### **Sub: Outcome of 19<sup>th</sup> Annual General Meeting**

Dear Sir,

This is to inform you that the members of the Company at the 19<sup>th</sup> Annual General Meeting held on Monday, 28<sup>th</sup> December, 2015, approved the following businesses included in the Notice convening the said meeting.

#### **Ordinary Business:**

1. Received, Considered and Adopted the Audited Financial Statements of the Company including Consolidated Audited Financial Statements for the Financial Year ended 31 March 2015, together with the Report of the Directors and Auditors thereon.
2. Appointment of Mr. Vishal Agarwal (DIN: 00121539) as Director, liable to retire by rotation.
3. Ratification of appointment of Statutory Auditors of the Company.

#### **Special Business:**

4. Appointment of Mr. Kishore Kumar Mehrotra (DIN 02894045) as an Independent Director of the Company.
5. Appointment of Mr. Manoj Kumar Digga (DIN 01090626) as Director, liable to retire by rotation.
6. Appointment of Mr. Manoj Kumar Digga (DIN 01090626) as the Wholetime Director designated as Director (Finance) & Chief Financial Officer.
7. Appointment of Mr. Manoj Kumar (DIN 06823891) as the Director, liable to retire by rotation.

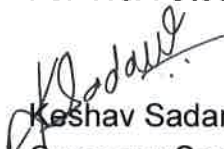


8. Appointment of Mr. Manoj Kumar (DIN 06823891) as the Wholetime Director designated as Director (Kalinganagar).
9. Ratification of Remuneration to Cost Auditors for the financial year ending 31 March 2016.
10. Approval of related party transactions.

We are enclosing herewith a copy of the Combined Scrutinizer's Report on the results of the e-voting and ballot, in respect of the above matters. Kindly take the same into record.

Thanking You

For VISA Steel Limited

  
Keshav Sadani  
Company Secretary  
FCS: 8410



Encl: As above



**D. RAUT & ASSOCIATES**  
COMPANY SECRETARIES

Commerce House, 7th Floor, Room No. 10  
2A-Ganesh Chandra Avenue, Kolkata-700 013  
Phone : 033 2225 9585, 3054 9819  
E-mail : csdraut@gmail.com

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING & POLL**  
**OF VISA STEEL LIMITED**

[Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 20 (3) (xi) & 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
VISA Steel Limited  
11, Ekamra Kanan, Nayapalli,  
Bhubneshwar – 751015

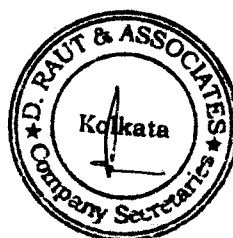
**Subject: Scrutinizer's Report on e-voting and poll conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rules of the Companies (Management and Administration) Rules, 2014)**

Dear Sir,

I, Debendra Raut, Company Secretary in Practice, have been appointed as a Scrutinizer, by the Board of Directors of VISA Steel Limited ("the Company") for the purpose of Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules") and Poll through ballot papers under the provisions of Section 109 of the Act, read with Rule 21 of the Rules, on the resolutions contained in the notice of the 19<sup>th</sup> AGM of the Equity Shareholders of the Company held on December 28, 2015 at IDCOL Auditorium, IDCOL House, Ashok Nagar, Near Indira Gandhi Park, Unit – II, Bhubaneswar- 751009, I submit my report as under :

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice of meeting. My responsibilities as scrutinizer was restricted to make Scrutinizer's Report of the votes cast "in favor" or "against" the resolution stated, based on the reports generated from the E-voting system provided by the Karvy Computershare Private Limited (Karvy), the authorized agency to provide E-voting facilities, engaged by the Company, from 25<sup>th</sup> December, 2015 [9.00 AM] to 27<sup>th</sup> December, 2015 [5.00 PM] and physical voting through Ballot as conducted during the meeting. This report is based on the Scrutinizer report(s) dated 29<sup>th</sup> December, 2015, in relation to the remote e-voting and the report of the physical voting through poll as referred above at the 19<sup>th</sup> AGM.

Further, this report combines result of voting conducted through electronic means and result of voting conducted through physical means through Ballot at the AGM. The summary of the combined result is provided hereinafter, for reference.



**Resolution No.1 - Consideration and adoption of the Audited Financial Statements of the Company including Consolidated Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March 2015, together with the Report of the Directors and Auditors thereon.**

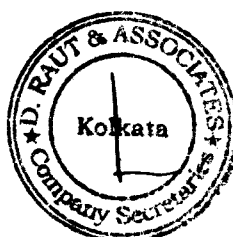
**(Ordinary Resolution)**

| Particulars     | No. of members Voted | Total No. of shares held by them | Invalid              |               |   | In Favour            |               |     | Against              |               |   |
|-----------------|----------------------|----------------------------------|----------------------|---------------|---|----------------------|---------------|-----|----------------------|---------------|---|
|                 |                      |                                  | No. of members voted | No. of shares | % | No. of members voted | No. of shares | %   | No. of members voted | No. of shares | % |
| E-voting        | 48                   | 77814251                         | 0                    | 0             | 0 | 47                   | 77814151      | 100 | 1                    | 100           | 0 |
| Physical ballot | 14                   | 5071                             | 0                    | 0             | 0 | 14                   | 5071          | 100 | 0                    | 0             | 0 |
| Total           | 62                   | 77819322                         | 0                    | 0             | 0 | 61                   | 77819222      | 100 | 1                    | 100           | 0 |

**Resolution No.2 - Appointment of a Director in place of Mr. Vishal Agarwal (DIN: 00121539), who retires by rotation and being eligible, offers himself for re-appointment:**

**(Ordinary Resolution)**

| Particulars     | No. of members Voted | Total No. of shares held by them | Invalid              |               |   | In Favour            |               |     | Against              |               |   |
|-----------------|----------------------|----------------------------------|----------------------|---------------|---|----------------------|---------------|-----|----------------------|---------------|---|
|                 |                      |                                  | No. of members voted | No. of shares | % | No. of members voted | No. of shares | %   | No. of members voted | No. of shares | % |
| E-voting        | 48                   | 77814251                         | 0                    | 0             | 0 | 46                   | 77814001      | 100 | 2                    | 250           | 0 |
| Physical ballot | 14                   | 5071                             | 0                    | 0             | 0 | 14                   | 5071          | 100 | 0                    | 0             | 0 |
| Total           | 62                   | 77819322                         | 0                    | 0             | 0 | 60                   | 77819072      | 100 | 2                    | 250           | 0 |

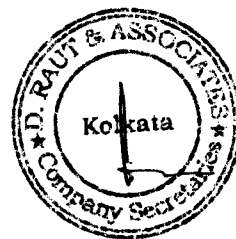


**Resolution No.3 - Ratification of the appointment of the Statutory Auditors:  
(Ordinary Resolution)**

| Particulars     | No of members Voted | Total No. of shares held by them | Invalid              |               |   | In Favour            |               |     | Against              |               |   |
|-----------------|---------------------|----------------------------------|----------------------|---------------|---|----------------------|---------------|-----|----------------------|---------------|---|
|                 |                     |                                  | No. of members voted | No. of shares | % | No. of members voted | No. of shares | %   | No. of members voted | No. of shares | % |
| E-voting        | 48                  | 77814251                         | 0                    | 0             | 0 | 47                   | 77814151      | 100 | 1                    | 100           | 0 |
| Physical ballot | 14                  | 5071                             | 0                    | 0             | 0 | 14                   | 5071          | 100 | 0                    | 0             | 0 |
| Total           | 62                  | 77819322                         | 0                    | 0             | 0 | 61                   | 77819222      | 100 | 1                    | 100           | 0 |

**Resolution No.4 - Appointment of Mr. Kishore Kumar Mehrotra (DIN 02894045) as an Independent Director: (Ordinary Resolution)**

| Particulars     | No of Members Voted | Total No. of shares held by them | Invalid              |               |   | In Favour            |               |     | Against              |               |   |
|-----------------|---------------------|----------------------------------|----------------------|---------------|---|----------------------|---------------|-----|----------------------|---------------|---|
|                 |                     |                                  | No. of members voted | No. of shares | % | No. of members voted | No. of shares | %   | No. of members voted | No. of shares | % |
| E-voting        | 48                  | 77814251                         | 0                    | 0             | 0 | 47                   | 77814151      | 100 | 1                    | 100           | 0 |
| Physical ballot | 14                  | 5071                             | 0                    | 0             | 0 | 14                   | 5071          | 100 | 0                    | 0             | 0 |
| Total           | 62                  | 77819322                         | 0                    | 0             | 0 | 61                   | 77819222      | 100 | 1                    | 100           | 0 |

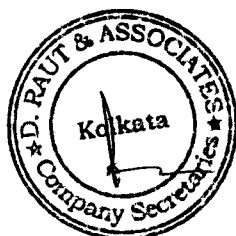


**Resolution No.5 - Appointment of Mr. Manoj Kumar Digga (DIN 01090626) as Director.:  
(Ordinary Resolution)**

| Particulars     | No of Members Voted | Total No. of shares held by them | Invalid              |               |      | In Favour            |               |     | Against              |               |   |
|-----------------|---------------------|----------------------------------|----------------------|---------------|------|----------------------|---------------|-----|----------------------|---------------|---|
|                 |                     |                                  | No. of members voted | No. of shares | %    | No. of members voted | No. of shares | %   | No. of members voted | No. of shares | % |
| E-voting        | 48                  | 77814251                         | 0                    | 0             | 0.00 | 46                   | 77814001      | 100 | 2                    | 250           | 0 |
| Physical ballot | 14                  | 5071                             | 0                    | 0             | 0.00 | 14                   | 5071          | 100 | 0                    | 0             | 0 |
| Total           | 62                  | 77819322                         | 0                    | 0             | 0.00 | 60                   | 77819072      | 100 | 2                    | 250           | 0 |

**Resolution No.6 - Appointment of Mr. Manoj Kumar Digga (DIN 01090626) as the Wholtime Director designated as Director (Finance) & Chief Financial Officer: (Special Resolution)**

| Particulars     | No of Members Voted | Total No. of shares held by them | Invalid              |               |      | In Favour            |               |     | Against              |               |   |
|-----------------|---------------------|----------------------------------|----------------------|---------------|------|----------------------|---------------|-----|----------------------|---------------|---|
|                 |                     |                                  | No. of members voted | No. of shares | %    | No. of members voted | No. of shares | %   | No. of members voted | No. of shares | % |
| E-voting        | 48                  | 77814251                         | 0                    | 0             | 0.00 | 47                   | 77814151      | 100 | 1                    | 100           | 0 |
| Physical ballot | 14                  | 5071                             | 0                    | 0             | 0.00 | 14                   | 5071          | 100 | 0                    | 0             | 0 |
| Total           | 62                  | 77819322                         | 0                    | 0             | 0.00 | 61                   | 77819222      | 100 | 1                    | 100           | 0 |

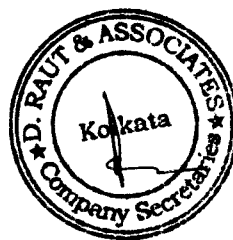


**Resolution No.7 - Appointment of Mr. Manoj Kumar (DIN 06823891) as the Director: (Ordinary Resolution)**

| Particulars     | No of Members Voted | Total No. of shares held by them | Invalid              |               |      | In Favour            |               |     | Against              |               |   |
|-----------------|---------------------|----------------------------------|----------------------|---------------|------|----------------------|---------------|-----|----------------------|---------------|---|
|                 |                     |                                  | No. of members voted | No. of shares | %    | No. of members voted | No. of shares | %   | No. of members voted | No. of shares | % |
| E-voting        | 48                  | 77814251                         | 0                    | 0             | 0.00 | 47                   | 77814151      | 100 | 1                    | 100           | 0 |
| Physical ballot | 14                  | 5071                             | 0                    | 0             | 0.00 | 14                   | 5071          | 100 | 0                    | 0             | 0 |
| Total           | 62                  | 77819322                         | 0                    | 0             | 0.00 | 61                   | 77819222      | 100 | 1                    | 100           | 0 |

**Resolution No.8 - Appointment of Mr. Manoj Kumar (DIN 06823891) as the Wholetime Director designated as Director (Kalinganagar): (Special Resolution)**

| Particulars     | No of Members Voted | Total No. of shares held by them | Invalid              |               |      | In Favour            |               |     | Against              |               |   |
|-----------------|---------------------|----------------------------------|----------------------|---------------|------|----------------------|---------------|-----|----------------------|---------------|---|
|                 |                     |                                  | No. of members voted | No. of shares | %    | No. of members voted | No. of shares | %   | No. of members voted | No. of shares | % |
| E-voting        | 48                  | 77814251                         | 0                    | 0             | 0.00 | 47                   | 77814151      | 100 | 1                    | 100           | 0 |
| Physical ballot | 14                  | 5071                             | 0                    | 0             | 0.00 | 14                   | 5071          | 100 | 0                    | 0             | 0 |
| Total           | 62                  | 77819322                         | 0                    | 0             | 0.00 | 61                   | 77819222      | 100 | 1                    | 100           | 0 |



**Resolution No.9 - Ratification of Remuneration to Cost Auditor: (Ordinary Resolution)**

| Particulars     | No of Members Voted | Total No. of shares held by them | Invalid              |               |      | In Favour            |               |     | Against              |               |   |
|-----------------|---------------------|----------------------------------|----------------------|---------------|------|----------------------|---------------|-----|----------------------|---------------|---|
|                 |                     |                                  | No. of members voted | No. of shares | %    | No. of members voted | No. of shares | %   | No. of members voted | No. of shares | % |
| E-voting        | 48                  | 77814251                         | 0                    | 0             | 0.00 | 46                   | 77814001      | 100 | 2                    | 250           | 0 |
| Physical ballot | 14                  | 5071                             | 0                    | 0             | 0.00 | 14                   | 5071          | 100 | 0                    | 0             | 0 |
| Total           | 62                  | 77819322                         | 0                    | 0             | 0.00 | 60                   | 77819072      | 100 | 2                    | 250           | 0 |

**Resolution No.10 - Approval of related party transactions: (Ordinary Resolution)**

| Particulars     | No of Members Voted | Total No. of shares held by them | Invalid              |               |      | In Favour            |               |     | Against              |               |   |
|-----------------|---------------------|----------------------------------|----------------------|---------------|------|----------------------|---------------|-----|----------------------|---------------|---|
|                 |                     |                                  | No. of members voted | No. of shares | %    | No. of members voted | No. of shares | %   | No. of members voted | No. of shares | % |
| E-voting        | 48                  | 77814251                         | 0                    | 0             | 0.00 | 46                   | 77814001      | 100 | 2                    | 250           | 0 |
| Physical ballot | 14                  | 5071                             | 0                    | 0             | 0.00 | 14                   | 5071          | 100 | 0                    | 0             | 0 |
| Total           | 62                  | 77819322                         | 0                    | 0             | 0.00 | 60                   | 77819072      | 100 | 2                    | 250           | 0 |

Place: Kolkata  
Date: 29/12/2015



Thanking you,  
Yours faithfully  
For D.Raut & Associates

*[Signature]*

Debendra Raut  
Proprietor

Membership No.:ACS: 16626 , C. P. No.- 5232