

VISA STEEL LIMITED

VISA STEEL

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

18 November 2016

BSE Limited 25 Floor P J Towers Dalal Street, Mumbai 400 001 <u>Fax no: 91 – 22 – 2272 3121</u> <u>BSE SCRIP CODE: 532721</u>	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block Bandra – Kurla Complex, Bandra (E) Mumbai 400 051 <u>Fax no: 91 – 22 – 2659 8237 / 38</u> <u>NSE SYMBOL: VISASTEEL</u>
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Sub: Intimation of Outcome of the Board Meeting pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Please be informed that the Board of Directors at its Meeting held, today, on 18 November 2016 have inter-alia approved the following:

- 1) Pursuant to the provisions of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Securities and Exchange Board of India's Circular CIR/CFD/FAC/62/2016 dated July 05, 2016, Standalone Unaudited Financial Results of the Company for the quarter and half year ended 30 September 2016, duly reviewed by the Statutory Auditors together with copy of Limited Review Report of the Company. (Copy enclosed)
- 2) The 20th Annual General Meeting (AGM) of the Company shall be held on 28 December, 2016. A copy of the notice convening the said AGM will be sent in due course.

The Register of Members & Share Transfer Books of the Company will remain closed from 21 December, 2016 to 28 December, 2016 (both days inclusive) for the purpose of 20th Annual General Meeting.

- 3) Re-appointment of Mr. Vishambhar Saran (DIN 00121501) as the Wholetime Director designated as Chairman for a period of 5 (Five) years w.e.f. 15



December 2016, subject to the approval of the Members and such other approvals as may be necessary under the provisions of the Companies Act, 2013.

- 4) Re-appointment of Mr. Vishal Agarwal (DIN 00121539) as the Vice Chairman & Managing Director for a period of 5 (Five) years w.e.f. 25 June 2017, subject to the approval of the Members and such other approvals as may be necessary under the provisions of the Companies Act, 2013.

The Meeting commenced at 1145 hours and concluded at 1640 hours.

This is for your information.

Thanking You,

Yours truly,
For VISA Steel Limited



Sudhir Kumar Banthiya
Company Secretary &
Compliance Officer

Encl: As stated

Lovelock & Lewes

Chartered Accountants

The Board of Directors
VISA Steel Limited
VISA House,
8/10 Alipore Road
Kolkata 700027

1. We have reviewed the unaudited financial results of Visa Steel Limited (the "Company") for the quarter ended September 30, 2016 which are included in the accompanying "Statement of Standalone Unaudited Financial Results for the Quarter and Six Months Ended 30 September, 2016" and the statement of assets and liabilities on that date together with the notes thereon (the "Statement"). The Statement has been prepared by the Company pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations, 2015") and SEBI Circular dated July 5, 2016, which has been initialled by us for identification purposes. The Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Further, the Management is also responsible to ensure that the accounting policies used in preparation of this Statement are consistent with those used in the preparation of the Company's opening unaudited Balance Sheet as at April 1, 2015 prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement.
3. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. We draw your attention to Note 11 to the Statement with regard to non-recognition of interest expense amounting to Rs 11183.83 Lakhs and Rs 21098.12 Lakhs on the borrowings of the Company for the quarter and six months ended September 30, 2016 which is not in accordance with the requirements of Ind AS 23: Borrowing Costs read with Ind AS 109: Financial Instruments.

Had the aforesaid interest expense been recognised, Finance costs for the quarter and six months ended September 30, 2016 would have been Rs. 11,593.85 Lakhs and Rs 21,942.29 Lakhs instead of the reported amount of Rs. 410.01 Lakhs and Rs 844.16 Lakhs ; Profit/ (Loss) from ordinary activities after finance costs but before exceptional items for the quarter and six months ended September 30, 2016 would have been Rs (13,944.26) Lakhs and Rs (26,883.33) Lakhs instead of the reported amount of Rs. (2760.43) Lakhs and Rs (5785.21) Lakhs ; Profit /(Loss) from ordinary activities before tax for the quarter and six months ended September 30, 2016 would have been Rs. (13,944.26) Lakhs and Rs (26,883.33) Lakhs instead of the reported amount of Rs. (2760.43) Lakhs and Rs (5785.21) Lakhs ; Net Profit /(Loss) from ordinary activities after tax for the quarter and six months ended September 30, 2016 would have been Rs . (13,944.26) Lakhs and Rs (26,883.33) Lakhs instead of the reported amount of Rs. (2760.43) Lakhs and Rs (5785.21) Lakhs; Total Comprehensive Income for the quarter and six months ended September 30, 2016 would have been

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Lovelock & Lewes

Chartered Accountants

To the Board of Directors of Visa Steel Limited

Report on review of Unaudited Financial Results for the quarter ended September 30, 2016

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Rs. (13,941.05) Lakhs and Rs (26,876.91) Lakhs instead of the reported amount of Rs. (2,757.22) Lakhs and Rs (5,778.79) Lakhs and Earnings Per Share for the quarter and six months ended September 30, 2016 would have been Rs. (12.68) and Rs. (24.44) instead of the reported amount of Rs. (2.51) and Rs. (5.26) . Other Equity and Other Current Financial Liabilities as at September 30, 2016 would have been Rs (123,752.12) Lakhs and Rs 129,583.90 Lakhs instead of the reported amount of Rs (102,654.00) Lakhs and Rs 108,485.78 Lakhs respectively.

5. Based on our review conducted as above, except for the matter referred to in Paragraph 4 above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with Ind AS and other recognised accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 2015 and SEBI circular dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We draw your attention to the following matters:
 - a. Note 2 to the Statement which states that the Company has adopted Ind AS for the financial year commencing from April 1, 2016, and accordingly, the Statement has been prepared by the Company's Management in compliance with Ind AS.
 - b. We were neither engaged to review, nor have we reviewed the comparative figures including the reconciliation to the Total Comprehensive Income for the quarter ended on September 30, 2016 and accordingly, we do not express any conclusion on the results in the Statement for the quarter ended September 30, 2016. As set out in note 5 to the Statement, these figures have been furnished by the Management.

Our conclusion is not qualified in respect of these matters.

7. We also draw your attention to Note 9 to the Statement regarding the preparation of the same on going concern basis. The Company has incurred a net loss of Rs 2760.43 Lakhs during the quarter ended September 30, 2016 and, as of that date, the Company's current liabilities exceeded its current assets and the Company's net worth has also been eroded. These conditions along with other matters as set forth in the aforesaid Note, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our conclusion is not qualified in respect of this matter.

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants



Pradip Law
Partner
Membership Number 51790

Place: Kolkata
Date: November 18, 2016

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Email ID for registering Investor Grievances: investors@visasteel.com

Statement of Standalone Unaudited Financial Results for the Quarter and Six Months Ended 30 September 2016

Part-I		(Rs. in Lakhs except EPS)				
Sl. No.	Particulars	Quarter Ended			Six Months Ended	
		30 September	30 June	30 September	30 September	30 September
		2016	2016	2015	2016	2015
		Unaudited	Unaudited	(Not Subject to review/audit)	Unaudited	(Not Subject to review/audit)
1	Income From Operations					
	Net Sales/Income from Operations	30,848.03	26,194.77	22,905.37	57,042.80	49,563.10
	Less: Excise Duty	(1,938.64)	(1,667.62)	(1,302.62)	(3,606.26)	(3,329.10)
	(a) Net Sales/Income from Operations net of Excise Duty	28,909.39	24,527.15	21,602.75	53,436.54	46,234.00
	(b) Other Operating Income	570.63	295.87	288.37	866.50	506.90
	Total Income from operations (net)	29,480.02	24,823.02	21,891.12	54,303.04	46,740.90
2	Expenses					
	(a) Cost of materials consumed	18,369.75	15,936.35	13,814.65	34,306.10	33,243.50
	(b) Purchases of stock-in-trade	176.74	1,235.96	654.92	1,412.70	2,120.30
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(68.15)	(1,727.09)	1,631.12	(1,795.24)	(1,177.40)
	(d) Employee benefits expense	1,577.91	1,474.31	1,385.41	3,052.22	2,916.72
	(e) Depreciation and amortisation expense	3,179.58	3,183.26	3,079.72	6,362.84	6,159.62
	(f) Other expenses	9,367.98	8,097.55	5,753.07	17,465.53	10,792.90
	Total expenses	32,603.81	28,200.34	26,318.89	60,804.15	54,055.64
3	Profit / (Loss) from Operations before other income, finance costs and exceptional items (1-2)	(3,123.79)	(3,377.32)	(4,427.77)	(6,501.11)	(7,314.74)
4	Other Income	773.37	786.69	710.75	1,560.06	1,820.69
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)	(2,350.42)	(2,590.63)	(3,717.02)	(4,941.05)	(5,494.05)
6	Finance costs (Refer Note 11 below)	410.01	434.15	11,798.07	844.16	22,130.00
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5-6)	(2,760.43)	(3,024.78)	(15,515.09)	(5,785.21)	(27,624.05)
8	Exceptional Items	-	-	-	-	-
9	Profit / (Loss) from ordinary activities before tax (7+8)	(2,760.43)	(3,024.78)	(15,515.09)	(5,785.21)	(27,624.05)
10	Tax expense	-	-	-	-	-
11	Net Profit / (Loss) from ordinary activities after tax (9- 10)	(2,760.43)	(3,024.78)	(15,515.09)	(5,785.21)	(27,624.05)
12	Other Comprehensive Income, Net of Income Tax					
	A. Items that will not be reclassified to Profit and Loss	3.21	3.21	3.21	6.42	6.42
	B. Items that will be reclassified to Profit and Loss	-	-	-	-	-
13	Total Comprehensive Income for the period (11+12)	(2,757.22)	(3,021.57)	(15,511.88)	(5,778.79)	(27,617.63)
14	Paid-up equity share capital (face value of Rs.10/- each)	11,000.00	11,000.00	11,000.00	11,000.00	11,000.00
15	Earnings Per Share (of Rs.10/-each) (not annualised)					
	(a) Basic	(2.51)	(2.75)	(14.10)	(5.26)	(25.11)
	(b) Diluted	(2.51)	(2.75)	(14.10)	(5.26)	(25.11)



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Notes:

1 Standalone Statement of Assets and Liabilities

(Rs. In Lakhs)

Particulars	As at
	30 September
	2016
	Unaudited
ASSETS	
Non-Current Assets	
Property, plant And equipment	256,373.86
Capital work-in-progress	28,864.24
Other intangible assets	23.22
Financial Assets	
i. Investments	8,035.33
ii. Trade receivables	-
iii. Loans	3,213.61
Other non-current assets	989.00
Total non-current assets	297,499.26
Current assets	
Inventories	14,537.50
Financial assets	
i. Investments	-
ii. Trade receivables	8,407.30
iii. Cash and cash equivalents	614.50
iv. Bank balances other than (iii) above	96.70
v. Loans	1,174.79
vi. Others (to be specified)	160.47
Current tax assets (net)	959.90
Other current assets	9,640.50
Total current assets	35,591.66
Total assets	333,090.92
EQUITY AND LIABILITIES	
Equity	
Equity share capital	11,000.00
Other Equity	(102,654.00)
Total Equity	(91,654.00)
LIABILITIES	
Non-current liabilities	
Financial liabilities	
i. Borrowings	204,818.61
ii. Trade payables	-
iii. Other financial liabilities	7,975.33
Provisions	156.52
Total non-current liabilities	212,950.46
Current liabilities	
Financial liabilities	
i. Borrowings	77,354.10
ii. Trade payables	22,712.64
iii. Other financial liabilities	108,485.78
Other current liabilities	2,991.30
Provisions	250.64
Total current liabilities	211,794.46
Total liabilities	424,744.92
Total equity and liabilities	333,090.92



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- 2 The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 18 November 2016.
- 3 This Statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. Beginning 1 April 2016, the Company has for the first time adopted Ind AS with a transition date of 1 April 2015.
- 4 The format for Un-audited Quarterly and Half Yearly Results as prescribed in SEBI's circular CIR/CFD/CMD/15/2015 dated 30 November 2015 has been modified to comply with requirements of SEBI's circular dated 5 July 2016, Ind AS and Schedule III (Division II) to the Companies Act, 2013 applicable to Companies that are required to comply with Ind AS.
- 5 This Statement does not include Results for the previous year ended 31 March 2016 and Statement of Assets & Liabilities as on that date as the same is not mandatory as per SEBI's circular dated 5 July 2016.
- 6 The Ind AS compliant corresponding figures in the previous year have not been subjected to review/ audit. However, the Company's management has exercised necessary due diligence to ensure that such financial results provide a true and fair view of its affairs.
- 7 The Company has identified reportable business segments namely "Special Steel" and "Ferro Alloys" and has disclosed segment information accordingly.
- 8 The Board of Directors of the Company at its meeting held on 12 August 2013, had approved the transfer of its Special Steel Undertaking on a going concern basis to its wholly owned subsidiary VISA Special Steel Limited by way of Scheme of Arrangement (the Scheme) with effect from 1 April 2013 pursuant to provisions of Section 391 to 394 and other applicable provisions of the Companies Act, 1956 and intimated the same to the respective stock exchanges. The Scheme is subject to sanction of Jurisdictional High Court. Pending such sanction, no accounting adjustment in respect of the Scheme has been considered for the compilation of the above results.
- 9 The Company has incurred net loss during the quarter and six months ended 30 September 2016 and the period end current liabilities exceeded the current assets as on 30 September 2016 which has adversely impacted the net worth of the Company. The Company's financial performance has been adversely affected due to non-availability of raw materials at viable prices, non-availability of working capital for operations, continued stress in steel sector with weak demand and prices, and other external factors beyond the Company's control. With the improvement in raw material availability, likely improvement in market scenario and debt restructuring as may be agreed with lenders, it is expected that the overall financial health of the Company would improve considerably. Considering the above developments and favorable impact thereof on the Company's operations and financials, the Company has prepared the financial results on the basis of going concern assumption to which the Statutory Auditors have also drawn attention without qualifying their opinion in their limited review report.
- 10 The Board of Directors of the Company at its meeting held on 21 August 2015 had approved the amalgamation of VISA BAO Limited with the Company by way of Scheme of Arrangement (the Scheme) with effect from 1 April 2015 pursuant to provisions of Section 391 to 394 and other applicable provisions of the Companies Act, 1956 and intimated the same to the respective stock exchanges. The Scheme is subject to the sanctions/approval of Jurisdictional High Court, lenders and other concerned authorities, as may be applicable. Pending such sanction/approval, no accounting adjustment in respect of the Scheme has been considered for the compilation of the above results.
- 11 The majority of lenders have stopped charging interest on debts, since the dues from the Company have been categorised as Non-Performing Asset. The Company is in active discussion/negotiation with its lenders to restructure its debts at a sustainable level including waiver of unpaid interest. In view of the above, pending finalization of the restructuring plan, the Company has stopped providing interest accrued and unpaid effective 1 April 2016 in its books. The amount of such accrued and unpaid interest not so provided stands at Rs. 11183.83 Lakhs and Rs.21098.12 Lakhs for the quarter and six months ended 30 September 2016 and accordingly the same has not been considered for compilation of results of the said quarter and six months. The Statutory Auditors have qualified their limited review report in respect of this matter.



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- 12 The reconciliation of Net Loss reported in accordance with Indian GAAP to Total Comprehensive Income in accordance with Ind AS is given below:

Particulars	Quarter ended 30 September 2015 (Rs. in Lakhs) (Not subject to review/audit)	Six Months ended 30 September 2015 (Rs. in Lakhs) (Not subject to review/audit)
Net profit/(loss) after tax reported under previous GAAP (Indian GAAP)	(15,286.82)	(27,222.31)
Add/(Less): Adjustment on account of :		
i. Fair Valuation of derivative financial instruments	(24.82)	5.74
ii. Application of effective interest method on borrowing cost	(187.96)	(373.05)
iii. Actuarial gain on defined benefit plans considered under Other Comprehensive Income	(3.21)	(6.42)
iv. Recognition of interest income on non-current financial asset at amortized cost	37.57	75.13
v. Recognition of interest expenses on non-current financial liabilities at amortized cost	(69.40)	(138.75)
vi. Amortization of deferred rent expenses	(40.29)	(80.54)
vii. Recognition of deferred rent income	57.46	114.97
viii. Depreciation on capitalization of spares	(1.22)	(2.42)
ix. Investment to VISA BAO Ltd.	3.60	3.60
Net profit/(loss) as per Ind AS	(15,515.09)	(27,624.05)
Other Comprehensive Income	3.21	6.42
Total Comprehensive Income for the period	(15,511.88)	(27,617.63)

Date: 18 November 2016
Place: Kolkata



By Order of the Board
For VISA Steel Limited

[Signature]
Vishal Agarwal
Vice Chairman and Managing Director

