VISA

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

2 May 2018

BSE Limited 25 Floor P J Towers Dalal Street, Mumbai 400 001 **BSE Scrip Code: 532721**	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block Bandra – Kurla Complex, Bandra (E) Mumbai 400 051 **NSE SYMBOL: VISASTEEL**

Sub: **Outcome of Board Meeting - 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 of the Company, at its Meeting held on Wednesday, 2 May 2018 has *inter-alia*:

1. Approved the Audited Standalone and Consolidated Financial Results of the Company for the financial year ended 31 March 2018, in the specified format along with the Auditors' Report thereon, pursuant to the provisions of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

   Pursuant to SEBI Circular No. CIR/CFD/CMD/56/2016 dated 27 May 2016, the Company hereby declares that the Statutory Auditors, M/s Singhi & Co., Chartered Accountants, have issued the Audit Reports on the Standalone and Consolidated Financial Results of the Company for the financial year ended on 31 March 2018 with modified opinion. The Statement on Impact of Audit Qualification is enclosed.

VISA STEEL LIMITED KOLKATA

2. Noted that consequent to allotment of new equity shares by VISA SunCoke Limited (VSCL) it ceases to be the subsidiary of the Company.

3. Reviewed the status of Scheme of Arrangement between the Company and VISA Special Steel Limited and its respective shareholder & creditors.

The Meeting commenced at 1300 Hours and concluded at 1715 Hours.

This is for your information.

Thanking You,

For VISA Steel Limited

VISA STEEL LIMITED KOLKATA

Sudhir Kumar Banthiya
Company Secretary &
Compliance Officer
F8460

Singhi & Co.
Chartered Accountants

161, SARAT BOSE ROAD, KOLKATA-700 026, (INDIA)
✆ : +91(0)33-2419 6000/01/02 • E-mail : kolkata@singhico.com • Website : www.singhico.com

Independent Auditor's Report on Quarterly Standalone Financial Results and Standalone Year to Date Results of Visa Steel Limited pursuant to regulation 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

To,
The Board of Directors,
Visa Steel Limited
VISA HOUSE
8/10 Alipore Road
Kolkata – 700 027

1. We have audited the accompanying standalone financial results ('the Statement') of **M/s. Visa Steel Limited** for the quarter and year ended 31st March, 2018, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Attention is drawn to the fact that the figures for the quarter ended March 31, 2018 and the corresponding quarter ended in the previous year as reported in the Statement are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the current and previous financial year respectively. Also, the figures up to the end of the third quarter had only been reviewed and not subjected to audit.

2. The Statement has been prepared on the basis of annual financial statements and reviewed quarterly financial results upto the end of third quarter which are the responsibility of the Company's management. Our responsibility is to express an opinion on the Statement based on our audit of such standalone financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with rules issued there under, other accounting principles generally accepted in India and in compliance with requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting amounts disclosed in the statement. An audit also includes assessing the accounting principles used and significant estimates made by the management. We believe that audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis of Qualified Opinion

4. *We draw attention to Note no. 4 of the accompanying statement with regard to non-recognition of interest expense on the borrowing of the company amounting to Rs.77,155.09 lakhs including Rs.9,266.02 lakhs and Rs.38,745.50 lakhs for the quarter and year ended 31st March, 2018 which is not in accordance with the requirement of Ind AS -23: 'Borrowing Cost' read with Ind AS 109: 'Financial Instruments'. Had the aforesaid interest expense been recognized, finance cost for the quarter and year ended 31st March, 2018 would have been Rs 9,987.13 lakhs and Rs.41,478.90 lakhs instead of the reported amount of Rs. 721.11 lakhs; and Rs. 2,733.40 lakhs. Total expenses for the quarter and year ended 31st March, 2018 would have been Rs. 56,332.89 lakhs and Rs. 2,18,682.02 lakhs instead reported amount of Rs. 47,066.87 lakhs and Rs. 1,79,936.52 lakhs. Net loss after tax for the quarter and year ended 31st March, 2018 would have been Rs. 11,992.39 lakhs and Rs. 53,307.26 lakhs instead of the reported amount of Rs. 2,726.37 lakhs and Rs. 14,561.76 lakhs; Total Comprehensive Income for the quarter and year ended 31st March, 2018 would have been Rs.(11,955.37) lakhs and Rs.(53,287.74) lakhs instead of the reported amount of Rs.(2,689.35) lakhs and Rs. (14,542.24) lakhs, other equity would have been Rs. (168,069.59) lakhs against reported Rs. (90,914.50), other current financial liability would have been Rs.2,60,153.89 lakhs instead of reported amount of Rs.182,998.80 lakhs and Loss per share for the quarter and year ended 31st March, 2018 would have been Rs.10.36 and Rs. 47.37 instead of the reported amount of Rs.2.35 and Rs.12.94. The unprovided interest amount reported above has been recalculated retrospectively from 1st April, 2016 at simple interest instead of compound interest considered till 31st March, 2017.*

Qualified Opinion

5. Based on our audit conducted as above, except for the matter as described in the Basis of Qualified opinion paragraph above, there quarterly standalone financial results as well as the year to date results:
   a) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and SEBI circular dated 5th July 2016 in this regard; and
   b) give true and fair view of the financial performance including other comprehensive income and other financial information for the quarter ended 31st March 2018 as well as the year to date results for the period from 1st April 2017 to 31st March 2018.

6. We draw your attention to the following matters:

   (a) Note 3 to the statement regarding the preparation of the statement on going concern basis consequently assets and liabilities are being carried at their book value and impairment assessment in this regard is in progress. The Company has accumulated losses and has also incurred losses during the quarter and year ended 31st March 2018. As on date, the Company's current liabilities exceeded its current assets and the Company's net worth has also been eroded. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern.

(b) Attention is drawn to the fact that the comparative figure for the quarter and year ended 31st March 2017 are based on the previously issued standalone financial statement, prepared in accordance with the Ind AS, that were audited by the erstwhile Auditor. The audit report dated 9th November 2017 on the audited standalone financial statement of the Company for the year ended 31st March 2017 issued by erstwhile auditor expressed a qualified opinion.

Our opinion is not qualified in respect of above matters.

For Singhi & Co.
Chartered Accountants
Firm Registration No.302049E

(Pradeep Kumar Singhi)
Partner
Membership No. 50773

Place: Kolkata
Dated: 02 May 2018

VISA STEEL

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website: www.visasteel.com

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

Statement of Standalone Audited/Unaudited Financial Results for the Quarter and Year Ended 31 March 2018

(Rs in Lakhs Except EPS)

Sl. No.	Particulars	Quarter Ended			Year ended	
		31 March 2018	31 December 2017	31 March 2017	31 March 2018	31 March 2017
		Audited	Unaudited	Audited	Audited	Audited
I	Revenue From operations	44,196.08	38,635.42	54,952.44	163,155.20	149,504.84
II	Other Income	144.42	665.85	850.67	2,219.56	2,803.80
III	**Total Income (I +II)**	**44,340.50**	**39,301.27**	**55,803.11**	**165,374.76**	**152,308.64**
IV	**Expenses**					
	Cost of materials consumed	27,908.90	23,365.34	35,951.45	105,257.44	94,179.60
	Purchases of Stock-in-Trade	3.94	22.84	4,757.92	219.68	6,194.00
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	150.72	2,960.84	(1,478.79)	4,650.46	(4,451.94)
	Excise Duty	-	-	3,490.73	2,875.13	9,786.66
	Employee benefit expense	1,858.70	1,812.52	1,670.03	7,415.15	6,404.18
	Finance costs	721.11	935.04	42.96	2,733.40	3,658.85
	Depreciation and amortization expense	3,271.22	3,347.67	3,880.46	14,087.36	15,042.61
	Other expenses	13,152.28	9,930.54	10,316.46	42,697.90	35,760.07
	Total expenses (IV)	**47,066.87**	**42,374.79**	**58,631.22**	**179,936.52**	**166,574.03**
V	**Profit/(Loss) before exceptional items and tax (III-IV)**	**(2,726.37)**	**(3,073.52)**	**(2,828.11)**	**(14,561.76)**	**(14,265.39)**
VI	Exceptional items	-	-	-	-	-
VII	**Profit/(Loss) before tax (V-VI)**	**(2,726.37)**	**(3,073.52)**	**(2,828.11)**	**(14,561.76)**	**(14,265.39)**
VIII	Tax Expenses	-	-	-	-	-
IX	**Profit /(Loss) for the period (VII-VIII)**	**(2,726.37)**	**(3,073.52)**	**(2,828.11)**	**(14,561.76)**	**(14,265.39)**
X	Other comprehensive income, Net of Income Tax					
	A (i) Items that will not be reclassified to profit or loss	37.02	(5.90)	(32.92)	19.52	(23.28)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
	B (i) Items that be reclassified to Profit and Loss	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
XI	**Total Comprehensive Income for the period (IX+X)**	**(2,689.35)**	**(3,079.42)**	**(2,861.03)**	**(14,542.24)**	**(14,288.67)**
XII	Paid up equity Share Capital (face value of Rs.10/- each)	11,578.95	11,578.95	11,000.00	11,578.95	11,000.00
XIII	Other Equity				(90,914.50)	(76,372.08)
XIV	**Earnings per equity share (of Rs. 10/- each)**					
	1) Basic	(2.35)	(2.69)	(2.57)	(12.94)	(12.97)
	2) Diluted	(2.35)	(2.69)	(2.57)	(12.94)	(12.97)

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SINGHI & CO. Chartered Accountants

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

Standalone Segment Wise Revenue, Results, Assets and Liabilities.
For the Quarter and Year Ended 31 March 2018 (Refer Note 2 below)

(Rs. In Lakhs)

Sl. No.	Particulars	Quarter Ended			Year ended	
		31 March 2018 Audited	31 December 2017 Unaudited	31 March 2017 Audited	31 March 2018 Audited	31 March 2017 Audited
1)	**Segment Revenue**					
	a) Special Steel	17,895.58	17,491.76	34,464.90	79,831.27	81,201.09
	b) Ferro Alloys	26,889.62	22,199.17	21,303.26	86,326.36	70,678.91
	Total	**44,785.20**	**39,690.93**	**55,768.16**	**166,157.63**	**151,880.00**
	Less: Inter-Segment Revenue	589.12	1,055.51	815.72	3,002.43	2,375.16
	Net Sales / Income From Operations	**44,196.08**	**38,635.42**	**54,952.44**	**163,155.20**	**149,504.84**
2)	**Segment Results**					
	Profit / (Loss) before tax and interest from Each segment					
	a) Special Steel	(1,926.57)	(3,036.13)	(2,561.37)	(11,598.23)	(11,199.22)
	b) Ferro Alloys	225.43	1,143.18	796.10	1,664.72	3,943.25
	Total	**(1,701.14)**	**(1,892.95)**	**(1,765.27)**	**(9,933.51)**	**(7,255.97)**
	Less: i) Finance costs	721.11	935.04	42.96	2,733.40	3,658.85
	ii) Other Un-allocable Expenditure (Net off Un-allocable Income)	304.12	245.53	1,019.88	1,894.85	3,350.57
	Total Profit / (Loss) Before Tax	**(2,726.37)**	**(3,073.52)**	**(2,828.11)**	**(14,561.76)**	**(14,265.39)**
3)	**Segment Assets**					
	a) Special Steel	195,584.34	199,894.90	216,040.51	195,584.34	216,040.51
	b) Ferro Alloys	108,140.57	112,840.00	115,804.72	108,140.57	115,804.72
	c) Unallocated	51,557.13	59,716.84	56,675.00	51,557.13	56,675.00
	Total Assets	**355,282.04**	**372,451.74**	**388,520.23**	**355,282.04**	**388,520.23**
4)	**Segment Liabilities**					
	a) Special Steel	7,347.63	19,466.07	19,653.90	7,347.63	19,653.90
	b) Ferro Alloys	5,213.03	5,360.38	7,770.31	5,213.03	7,770.31
	c) Unallocated	422,056.93	424,271.45	425,889.38	422,056.93	425,889.38
	Total Liabilities	**434,617.59**	**449,097.90**	**453,313.59**	**434,617.59**	**453,313.59**

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Statement of Standalone Assets and Liabilities (Rs. In Lakhs)

Particulars	As at 31 March 2018 Audited	As at 31 March 2017 Audited
ASSETS		
1) Non-current Assets		
(a) Property, Plant and Equipment	293,312.01	304,560.36
(b) Capital work-in-progress	29,786.06	30,429.29
(c) Intangible Assets	21.40	18.41
(d) Financial Assets		
(i) Investments	518.34	2,086.45
(ii) Loans	3,048.23	2,035.42
(iii) Other Financial Assets	181.32	61.80
(e) Deferred Tax Assets (Net)	-	-
(f) Other Non current Assets	271.87	1,313.30
	327,139.23	**340,505.03**
2) Current Assets		
(a) Inventories	12,149.81	18,598.80
(b) Financial Assets		
(i) Trade receivables	6,658.15	14,129.65
(ii) Cash and cash equivalents	1,664.48	1,225.60
(iii) Bank balances [Other than (ii) above]	288.35	179.80
(iv) Loans	82.00	528.13
(v) Others Financial Assets	70.52	150.10
(c) Current Tax Assets (Net)	1,186.85	1,062.50
(d) Other current Assets	6,042.65	12,140.62
	28,142.81	**48,015.20**
Total Assets	**355,282.04**	**388,520.23**
EQUITY AND LIABILITIES		
Equity		
(a) Equity Share capital	11,578.95	11,000.00
(b) Equity Share Suspense	-	578.95
(c) Other Equity	(90,914.50)	(76,372.08)
LIABILITIES	**(79,335.55)**	**(64,793.13)**
1) Non-current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	147,599.22	199,651.80
(b) Provisions	430.91	182.50
	148,030.13	**199,834.30**
2) Current Liabilities		
(a) **Financial Liabilities**		
(i) Borrowings	82,236.61	84,288.97
(ii) Trade Payables	12,239.94	25,245.14
(ii) Other financial liabilities	182,998.80	138,082.72
(b) Other current liabilities	9,016.20	5,610.15
(c) Provisions	95.91	252.08
Current Liabilities	**286,587.46**	**253,479.06**
Total Equity and Liabilities	**355,282.04**	**388,520.23**

SINGHI & CO. Chartered Accountants

VISA STEEL LIMITED

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Notes :

1 The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 2 May 2018.

2 The Company has identified reportable business segments namely "Special Steel" and "Ferro Alloys" and has disclosed segment information accordingly.

3 The Company has incurred net loss during the quarter and year ended 31 March 2018 and the year end current liabilities exceeded the current assets as on 31 March 2018 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, and other external factors beyond the Company's control. With the improvement in raw material availability, likely improvement in working capital availability and debt resolution, 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. The statutory Auditors have also drawn attention to the above matter without qualifying their observation in their audit report.

4 The major lenders have stopped charging interest on debts, since the dues from the Company have been categorised as Non-Performing Asset. In view of the proposed debt resolution, the Company has stopped providing interest accrued and unpaid effective 1 April 2016 in its books. The amount of interest expenses not provided for is estimated at Rs. 9,266.02 Lakhs and Rs. 38,745.50 Lakhs for the quarter and year ended 31 March 2018 respectively and accordingly the same has not been considered for compilation of results of the said quarter and year ended 31 March 2018. The accumulated interest not provided as on 31 March 2018 is re-estimated at Rs 77,155.09 Lakhs. The Statutory Auditors have qualified their Audit Report in respect of this matter.

5 Revenue from operations for the current quarter and year ended 31 March 2018 are not comparable with quarter and year ended 31 March 2017, since sales are net of GST whereas in previous periods sales were gross of Excise Duty.

6 The figures for the last quarter of the current year and for the previous year are the balancing figures between the audited figures in respect of the full financial year ended 31 March and the unaudited published figures up to the third quarter ended 31 December.

7 Previous periods figures have been regrouped / rearranged wherever necessary.

By Order of the Board
For VISA Steel Limited

VISA STEEL LIMITED

Vishal Agarwal
Vice Chairman and Managing Director

Date: 2 May 2018
Place: Kolkata

S.R. BATLIBOI & CO. Chartered Accountants

Statement on Impact of Audit Qualifications for the Financial Year ended 31 March 2018,

[*See* Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016] (Standalone basis)

I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs. In Lakhs)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs. In Lakhs)
	1	Turnover / Total income	165,374.76	165,374.76
	2	Total Expenditure	179,936.52	218,682.02
	3	Net Profit/(Loss)	(14,561.76)	(53,307.26)
	4	Earnings Per Share	(12.94)	(47.37)
	5	Total Assets	355,282.04	355,282.04
	6	Total Liabilities	434,617.59	511,772.68
	7	Net Worth	(79,335.55)	(156,490.64)
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-

II. Audit Qualification (each audit qualification separately):

a. Details of Audit Qualification: As per Annexure A

b. Type of Audit Qualification : Qualified Opinion ~~/ Disclaimer of Opinion / Adverse Opinion~~

c. Frequency of qualification: Since how long continuing - FY'17

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: As per Annexure A

e. For Audit Qualification(s) where the impact is not quantified by the auditor: Not Applicable

(i) Management's estimation on the impact of audit qualification:

(ii) If management is unable to estimate the impact, reasons for the same:

(iii) Auditors' Comments on (i) or (ii) above:

III.

Signatories:	
• **Managing Director**	Vishal Agarwal
• **CFO**	Manoj Kumar Digga
• **Audit Committee Chairman**	K K Mehrotra
• **Statutory Auditor**	For Singhi & Co Firm Registration Number: 302049E Chartered Accountants Pradeep Kumar Singhi Partner Membership Number 50773

Place: Kolkata

Date: 2 May 2018

Annexure –A

Sl. No	Details of Audit Qualification (s)	Management's Views
1	Auditors in their Standalone Audit Report has stated that: **"Basis for Qualified Opinion** 1. We draw attention to the accompanying statement with regard to non-recognition of interest expense on the borrowing of the company amounting to Rs. 77,155.09 lakhs including Rs. 9,266.02 lakhs and Rs. 38,745.50 lakhs for the quarter and year ended 31 March 2018 which is not in accordance with the requirement of Ind AS -23: 'Borrowing Cost' read with Ind AS 109: 'Financial Instruments'. Had the aforesaid interest expense been recognized, finance cost for the quarter and year ended 31 March 2018 would have been Rs. 9,987.13 lakhs and Rs. 41,478.9 lakhs instead of the reported amount of Rs. 721.11 lakhs; and Rs. 2,733.40 lakhs. Total expenses for the quarter and year ended 31 March, 2018 would have been Rs. 56,332.89 lakhs and Rs. 2,18,682.02 lakhs instead reported amount of Rs. 47,066.87 lakhs and Rs. 1,79,936.52 lakhs. Net loss after tax for the quarter and year ended 31 March 2018 would have been Rs. 11,992.39 lakhs and Rs. 53,307.26 lakhs instead of the reported amount of Rs. 2,726.37 lakhs and Rs. 14,561.76 lakhs; Total Comprehensive Income for the quarter and year ended 31st March, 2018 would have been (Rs. 11,955.37) lakhs and (Rs. 53,287.74) lakhs instead of the reported amount of (Rs. 2,689.35) lakhs and (Rs. 14,542.24) lakhs, other equity would have been Rs. (1,68,069.59) lakhs against reported Rs. (90,914.50), other current financial liability would have been Rs. 2,60,153.89 lakhs instead of reported amount of Rs. 1,82,998.80 lakhs and Loss per share for the quarter and year ended 31 March 2018 would have been Rs. 10.36 and Rs. 47.37 instead of the reported amount of Rs. 2.35 and Rs. 12.94. The unprovided interest amountreported above has been recalculate retrospectively from 1 April 2016 at simple interest instead of compound interestconsidered till 31 March 2017."	The major lenders have stopped charging interest on debts, since the dues from the Company have been categorised as Non-Performing Asset. In view of the proposed debt resolution, the Company has stopped providing interest accrued and unpaid effective 1 April 2016 in its books. The amount of interest expenses not provided for is estimated at Rs. 9,266.02 Lakhs and Rs. 38,745.50 Lakhs for the quarter and year ended 31 March 2018 respectively and accordingly the same has not been considered for compilation of results of the said quarter and year ended 31 March 2018. The accumulated interest not provided as on 31 March 2018 is estimated at Rs 77,155.09 Lakhs.

Vishal Agarwal Managing Director	Manoj Kumar Digga Chief Financial Officer	K K Mehrotra Chairman, Audit Committee	For Singhi & Co Firm Registration Number: 302049E Chartered Accountants Pradeep Kumar Singhi Partner Membership Number 50773

Singhi & Co.
Chartered Accountants

161, SARAT BOSE ROAD, KOLKATA-700 026, (INDIA)
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Independent Auditor's Report on Consolidated Year to Date Results of Visa Steel Limited pursuant to regulation 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

To,
The Board of Directors,
Visa Steel Limited
VISA HOUSE
8/10 Alipore Road
Kolkata – 700 027

1. We have audited the accompanying statement of consolidated financial results ('CFS statement') of Visa Steel Limited ('the Company'), its Subsidiaries (collectively referred to as 'the Group') and its Joint Venture for the year ended 31 March, 2018, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This statement is the responsibility of the Company's management and has been approved by the Board of Directors in their meeting on 02nd May, 2018.

2. The CFS statement has been prepared on the basis of annual consolidated financial statements which are the responsibility of the Company's management. Our responsibility is to express an opinion on the CFS statement based on our audit of such CFS statements, which have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement are free of material misstatement. An audit includes examining, on a test check basis, evidence supporting amounts disclosed in the statement. An audit also includes assessing the accompanying principles used and significant estimates made by management. We believe that audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis of qualified opinion

We draw attention to Note 5 of the accompanying statement with regard to non-recognition of interest expense amounting to Rs. 77,155.09 lakhs including Rs. 38745.50 lakhs for the year ended 31st March, 2018 on the borrowing of the company which is not in accordance with the requirement of Ind AS -23: Borrowing Cost read with Ind AS 109: Financial Instruments.

Had the aforesaid interest expense been recognised, the consolidated Finance costs for the year ended 31st March, 2018 would have been Rs. 42,136.05 lakhs instead of the reported amount of Rs. 3,390.55 Lakhs; consolidated Total Expenses for the year ended 31st March, 2018 would have been Rs. 2,63,221.49 lakhs instead of the reported amount of Rs. 2,24,475.99 lakhs; consolidated Net Loss after tax for the year ended 31st March, 2018 would have been Rs. 47,715.40 lakhs instead of the reported amount of Rs. 8969.90 lakhs; consolidated Total Comprehensive Income for year ended 31st March, 2018 would have been Rs. (47,690.67) lakhs instead of the reported amount of Rs. (8945.17) lakhs and Loss Per Share for the year ended 31st March, 2018 would have been Rs. 42.41 instead of the reported amount of Rs. 7.97. Consolidated Other Equity and Other Current Financial Liabilities as at 31st March, 2018 would have been Rs. (168,069.59) lakhs and Rs. 2,60,160.20 lakhs instead of the reported amount of Rs. (90,914.50) lakhs and Rs. 1,83,005.11 lakhs respectively.

The unprovided interest amount reported above has been recalculated retrospectively from 1st April, 2016 at simple interest instead of compound interest considered till 31st March, 2017.

Qualified opinion

4. Based on our audit conducted as above, except for the matter as described in the Basis of Qualified opinion paragraph above, the CFS statement for the year:

   a) includes the financial results of entities given below:
   List of Subsidiaries: - Visa Sun Coke Limited (till 30th March 2018), Ghotaringa Minerals Limited, Kalinganagar Special Steel Private Limited, Kalinganagar Chrome Private Limited.
   List of Joint Venture: - Visa Urban Infra Limited
   b) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular dated 05th July, 2016 in this regard; and
   c) give a true and fair view of the consolidated financial performance, including other comprehensive income and other financial information for the year ended 31st March, 2018.



5. We draw attention to the following matters:

(a) Restatement of consolidated financial statement for the year ended 31st March, 2017 - The consolidated financial statement for the year ended 31st March, 2017, were adopted by the board of directors in their meeting held on 9th November, 2017. The above consolidated financial statement was audited by the erstwhile auditor and they had issued their qualified opinion vide their report dated 9th November, 2017 on the same. These financial statements were approved by the members in their meeting held on 14th December, 2017. Subsequently, it was identified by the management that the consolidated financial statement for the year 31st March, 2017 were inadvertently prepared without considering the impact of Fair Value of assets and liabilities of Visa Bao Limited (VBL) as required under the scheme of amalgamation sanctioned by the National Company Law Tribunal vide its order dated 12th October, 2017 of VBL with the Company. To correct this error, the Company has restated the consolidated financial statement for the year 31st March, 2017 by incorporating the required adjustment to the audited consolidated financial statement for the year ended 31st March, 2017. Consequently, the restated figures on the balance sheet and statement of profit & loss are - Property Plant and Equipment's Rs. 3,14,194.80 Lakhs (Original Rs. 279,333.60 Lakhs), Other Equity Rs. (73,103.95) Lakhs (Original Rs. (107,965.10) Lakhs), Depreciation Rs. 16,260.63 (Original Rs. 14,693.70 Lakhs) loss after tax Rs. 13,341.32 (original Rs.11,774.40 Lakhs) and loss per share Rs. 12.13 (original Rs. 10.71).

(b) Note 4 to the consolidated financial results, regarding the preparation of the consolidated financial results of the Group Company on going concern basis, consequently assets and liabilities are being carried at their book value and impairment assessment in this regard is in progress. The Holding Company has incurred net loss during the year ended 31st March, 2018 and, as of that date, the Holding Company's current liabilities exceed current assets and the Holding Company's net worth has been eroded as at the balance sheet date. 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 Holding Company's ability to continue as a going concern.

Based on the standalone financial statements of the Holding Company (after consolidation adjustments) total assets of Rs. 355,282 Lakhs (100%) and net assets of Rs. (79,336) Lakhs (100%) as at 31st March, 2018, total revenue of Rs. 165,375 Lakhs (77%), net loss of Rs. (14,562) Lakhs (162%) for the year ended 31 March, 2018, have been considered in the consolidated financial statements of the Group and its joint venture. Consequently, this indicates the existence of a material uncertainty that may cast significant doubt about the Group and its joint venture's ability to continue as a going concern.

(c) We did not audit the financial statements / financial information of a subsidiary, whose financial statements / financial information reflect total assets of Nil as at 30th March, 2018, total revenue of Rs. 67,141 lakhs and loss after tax of Rs. 548 lakhs for the period ended 30th March, 2018, being the date on which the Company lost Control in this Subsidiary, as considered in the Consolidated Ind AS Financial Statements. These financial statements, prepared for the period from 1st April, 2017 to 30th March, 2018, are unaudited and have been prepared by the management of the Subsidiary Company. Our opinion on the statement in so far as relates to the amounts and disclosure included in respect of this subsidiary and our report in terms of sub section (3) and (11) of section 143 of the act so far relates to this subsidiary is based solely on such unaudited management certified financial statements.

Our opinion is not qualified in respect of these matters.

Other Matters.

6. (i) We did not audit the financial statements / financial information of three subsidiaries whose financial statements / financial information reflect total assets of Rs. 151 Lakhs and net assets of Rs. 95 Lakhs as at 31st March, 2018, total revenue of Rs. 1 Lakhs, total comprehensive income of Rs. (7) Lakhs (comprising loss and other comprehensive income) as considered in the statement. The statement also includes the Group's share of net profit of Rs. 1.20 Lakhs for the year ended 31st March, 2018, in respect of one joint venture, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports shave been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, are based solely on the report of other auditors.

   Our opinion on the statement is not qualified in respect of the above matters with regard to our reliance on the work done and the reports of the other auditors and the financial statements/ consolidated financial statements certified by the management.

   (ii) Attention is drawn to the fact that the comparative figure for the year ended 31st March, 2017 are based on the previously issued audited CFS statement, prepared in accordance with the Ind AS, that were audited by the erstwhile Auditor. The audit report dated 9th November, 2017 on the audited CFS statement of the Company for the year ended 31st March, 2017 issued by erstwhile auditor expressed a qualified opinion. As explained in note no. 5(a) the management has restated the previous year audited consolidated financial statement.

   Our opinion is not qualified in respect of this matter.

For Singhi & Co.
Chartered Accountants
Firm Registration No.302049E

(Pradeep Kumar Singhi)
Partner
Membership No. 50773

Place: Kolkata
Dated: 02 May 2018

VISA STEEL

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

Statement of Consolidated Audited Financial Results for the Year Ended 31 March 2018

(Rs. In Lakhs except EPS)

Sl. No.	Particulars	Year Ended 31 March 2018 Audited	Year Ended 31 March 2017 Audited
I	Revenue from operations	209,977.22	166,969.61
II	Other Income	5,527.63	1,763.99
III	**Total Income [I+II]**	**215,504.85**	**168,733.60**
IV	**Expenses**		
	(a) Cost of materials consumed	143,862.54	103,830.25
	(b) Purchases of stock-in-trade	219.70	6,193.96
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	7,370.31	(4,314.41)
	(d) Excise duty	3,294.93	11,067.77
	(e) Employee benefits expense	8,348.65	7,326.05
	(f) Finance costs	3,390.55	4,658.04
	(g) Depreciation and amortisation expense	15,058.28	16,260.63
	(h) Other expenses	42,931.03	37,053.70
	Total expenses	**224,475.99**	**182,075.99**
V	**Profit / (Loss) before exceptional items and share of net profit of investment accounted using equity method of tax (III-IV)**	**(8,971.14)**	**(13,342.39)**
VI	Share of net profit of Investments accounted using Equity Method and tax	1.24	1.07
VII	**Profit / (Loss) before exceptional items and tax (V+VI)**	**(8,969.90)**	**(13,341.32)**
VIII	Exceptional Items	-	-
IX	**Profit / (Loss) before tax (VII-VIII)**	**(8,969.90)**	**(13,341.32)**
X	Tax expense	-	-
XI	**Net Profit / (Loss) for the period (IX-X)**	**(8,969.90)**	**(13,341.32)**
XII	Other Comprehensive Income, Net of Income Tax		
	A. Items that will not be reclassified to Profit and Loss	24.73	(28.88)
	B. Items that will be reclassified to Profit and Loss	-	-
XIII	**Total Comprehensive Income for the period (XI+XII)**	**(8,945.17)**	**(13,370.20)**
XIV	**Total Profit/(loss) for the year attributable to**		
	Owners of the Company	(8,754.68)	(13,515.26)
	Non Controlling Interest	(215.22)	173.94
XV	**Other comprehensive income**		
	Owners of the Company	22.27	(26.14)
	Non Controlling Interest	2.46	(2.74)
XVI	**Total Comprehensive Income/(loss) for the year attributable to**		
	Owners of the Company	(8,732.41)	(13,541.40)
	Non Controlling Interest	(212.76)	171.20
XVII	Paid-up equity share capital (face value of Rs.10/- each)	11,578.95	11,000.00
XVIII	Other Equity	(90,914.50)	(73,103.95)
XIX	**Earnings Per Share (of Rs.10/-each)**		
	(a) Basic	(7.97)	(12.13)
	(b) Diluted	(7.97)	(12.13)

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Consolidated Segment Wise Revenue, Results, Assets and Liabilities.
For the Year Ended 31 March 2018 (Refer Note 3 below)

(Rs. In Lakhs)

Sl. No.	Particulars	Year Ended	
		31 March 2018 Audited	31 March 2017 Audited
1)	**Segment Revenue**		
	a) Special Steel	79,831.27	81,201.06
	b) Ferro Alloys	86,326.36	70,678.91
	c) Coke	46,822.02	44,589.99
	Total	**212,979.65**	**196,469.96**
	Less: Inter-Segment Revenue	3,002.43	29,500.35
	Net Sales / Income From Operations	**209,977.22**	**166,969.61**
2)	**Segment Results**		
	Profit / (Loss) before tax and interest from Each segment		
	a) Special Steel	(11,598.23)	(11,200.69)
	b) Ferro Alloys	1,664.72	29,596.09
	c) Coke	1,819.41	(23,974.97)
	Total	**(8,114.10)**	**(5,579.57)**
	Less: i) Finance Cost	3,390.55	4,658.04
	ii) Other Un-allocable Expenditure (Net off Un-allocable Income)	(2,534.75)	3,103.71
	Total Profit / (Loss) Before Tax	**(8,969.90)**	**(13,341.32)**
3)	**Segment Assets**		
	a) Special Steel	195,584.34	216,041.67
	b) Ferro Alloys	108,140.57	116,076.91
	c) Coke	-	25,898.34
	d) Unallocated	51,574.70	54,741.86
	Total Assets	**355,299.61**	**412,758.78**
4)	**Segment Liabilities**		
	a) Special Steel	7,347.19	19,659.27
	b) Ferro Alloys	5,213.47	23,423.90
	c) Coke	-	15,150.27
	d) Unallocated	422,064.07	410,244.15
	Total Liabilities	**434,624.73**	**468,477.59**

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Consolidated Statement of Assets and Liabilities

(Rs. In Lakhs)

	Particulars	As at 31 March 2018 Audited	As at 31 March 2017 Audited
A	**ASSETS**		
1)	**Non-Current Assets**		
	(a) Property, plant And equipment	293,312.01	314,194.83
	(b) Capital work-in-progress	29,948.61	30,591.64
	(c) Other intangible assets	21.40	18.61
	(d) Financial Assets		
	i. Investments	419.39	102.88
	iii. Loans	3,023.20	2,251.23
	iv. Other Financial assets	181.30	62.80
	(e) Deferred tax assets (net)	-	-
	(f) Other non-current assets	276.59	1,880.68
		327,182.50	**349,102.67**
2)	**Current assets**		
	(a) Inventories	12,149.70	30,966.24
	(b) Financial assets		
	i. Trade receivables	6,658.20	14,138.19
	ii. Cash and cash equivalents	1,668.17	1,548.22
	iii. Bank balances other than (ii) above	297.78	2,656.51
	iv. Loans	82.00	528.14
	v. Other financial assets	53.20	203.22
	(c) Current tax assets (net)	1,186.90	1,062.50
	(d) Other current assets	6,021.16	12,553.09
		28,117.11	**63,656.11**
	TOTAL ASSETS	**355,299.61**	**412,758.78**
B	**EQUITY AND LIABILITIES**		
1)	**Equity**		
	(a) Equity share capital	11,578.95	11,000.00
	(b) Equity share Suspense	-	578.95
	(c) Other Equity	(90,914.45)	(73,103.95)
	(d) Non-controlling interest	10.38	5,806.19
		(79,325.12)	**(55,718.81)**
2)	**Non-current liabilities**		
	(a) Financial liabilities		
	i. Borrowings	147,599.70	197,494.55
	(b) Deferred tax liabilities (Net)	-	10.84
	(c) Provision	430.90	183.18
		148,030.60	**197,688.57**
3)	**Current liabilities**		
	(a) Financial liabilities		
	i. Borrowings	82,236.69	101,251.86
	ii. Trade payables	12,239.43	24,758.99
	iii. Other financial liabilities	183,005.11	138,424.49
	(b) Other current liabilities	9,016.90	6,083.90
	(c) Current Tax Liabilities	0.10	0.15
	(d) Provisions	95.90	269.63
		286,594.13	**270,789.02**
	TOTAL-EQUITY AND LIABILITIES	**355,299.61**	**412,758.78**

VISA STEEL LIMITED

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Notes:

1 The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 2 May 2018.

2 As on 31 March 2018, VISA Steel Group comprises the Parent Company i.e. VISA Steel Limited, its five Subsidiaries (including two step down subsidiaries) and one Joint Venture Company. VISA SunCoke Limited (VSCL), an erstwhile subsidiary Company, has issued fresh equity shares during the year and ceased to be a subsidiary w. e. f. 31 March 2018. Hence, the aforesaid financial result includes the loss of VSCL and does not include assets/liabilities of VSCL. Profit on loss of control of such subsidiary amounting to Rs. 4,430 lakhs has been considered in accordance with IND AS 110.

3 VISA Steel Group has identified business segments namely "Special Steel", "Ferro Alloys" and "Coke" and has disclosed segment information accordingly.

4 The Parent Company has incurred net loss during the quarter and year ended 31 March 2018 and the year-end current liabilities exceeded the current assets as on 31 March 2018 which has adversely impacted the net worth of the Parent Company. The Parent Company's financial performance has been adversely affected mainly due to non-availability of raw materials at viable prices, non-availability of working capital for operations, and other external factors beyond the Parent Company's control. With the improvement in raw material availability, likely improvement in working capital availability and debt resolution, it is expected that the overall financial health of the Parent Company would improve considerably. Considering the above developments and favorable impact thereof on the Parent Company's operations and financials, the Group 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 audit report.

5 The major lenders of Parent Company have stopped charging interest on debts, since the dues from the Parent Company have been categorised as Non-Performing Asset. In view of the proposed debt resolution, the Parent Company has stopped providing interest accrued and unpaid effective 1 April 2016 in its books. The amount of interest expenses not provided for is estimated at Rs. 38,745.50 Lakhs year ended 31 March 2018 and accordingly the same has not been considered for compilation of results of the year ended 31 March 2018. The accumulated interest not provided as on 31 March 2018 is re-estimated at Rs 77,155.09 Lakhs. The Statutory Auditors have qualified their Audit Report in respect of this matter.

6 Pursuant to the Scheme of amalgamation of VISA Bao Limited (VBL), with the Parent Company sanctioned by National Company Law Tribunal, Kolkata Bench (NCLT) vide its order dated 12 October 2017, the whole of the undertaking of VBL including its assets, properties and liabilities stands transferred to and vested with the Parent Company with appointed date of 1 April 2015. To give impact of the scheme of amalgamation of VBL, the Company had restated the Consolidated Financial Statement (CFS) for the year ended 31 March 2017, audited by the erstwhile statutory auditor, adopted by the board of directors and approved by the members. However, inadvertently the restated CFS for the year ended 31 March 2017 were prepared without considering the impact of fair value of assets and liabilities of VBL, which the Company has now restated as per sanctioned scheme of NCLT. As a result, both Property plant & equipment and other equity are now higher by Rs 34,861.20 Lakhs as at 31 March 2017 and depreciation and loss are now higher by Rs 1,566.78 Lakhs for the year ended 31 March 2017. The Statutory Auditors have drawn attention without qualifying their opinion in their audit report in this matter.

7 Previous periods figures have been regrouped / rearranged wherever necessary.

SINGHI & CO. Chartered Accountants

VISA STEEL LIMITED

By Order of the Board
For VISA Steel Limited

Vishal Agarwal
Vice Chairman and Managing Director

Date: 2 May 2018
Place: Kolkata

Statement on Impact of Audit Qualifications for the Financial Year ended 31 March 2018,

[*See* Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016] (Consolidated Basis)

I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs. In Lakhs)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs. In Lakhs)
	1	Turnover / Total income	215,504.85	215,504.85
	2	Total Expenditure	224,475.99	263,221.49
	3	Net Profit/(Loss)	(8,969.90)	(47,715.40)
	4	Earnings Per Share	(7.97)	(42.41)
	5	Total Assets	355,299.61	355,299.61
	6	Total Liabilities	434,624.73	511,779.82
	7	Net Worth	(79,325.12)	(156,480.21)
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-

II. Audit Qualification (each audit qualification separately):

a. Details of Audit Qualification: As per Annexure A

b. Type of Audit Qualification : Qualified Opinion ~~/ Disclaimer of Opinion / Adverse Opinion~~

c. Frequency of qualification: Since how long continuing- FY'17

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: As per Annexure A

e. For Audit Qualification(s) where the impact is not quantified by the auditor: Not Applicable

(i) Management's estimation on the impact of audit qualification:

(ii) If management is unable to estimate the impact, reasons for the same:

(iii) Auditors' Comments on (i) or (ii) above:

III. Signatories:

• **Managing Director**	Vishal Agarwal
• **CFO**	Manoj Kumar Digga
• **Audit Committee Chairman**	K K Mehrotra
• **Statutory Auditor**	For Singhi & Co Firm Registration Number: 302049E Chartered Accountants Pradeep Kumar Singhi Partner Membership Number 50773

Place: Kolkata

Date: 2 May 2018

Annexure –A

Sl. No	Details of Audit Qualification (s)	Management's Views
1	Auditors in their Consolidated Audit Report has stated that: **"Basis for Qualified Opinion** We draw attention to the accompanying statement with regard to non-recognition of interest expense amounting to Rs. 77,155.09 lakhs including Rs. 38,745.50 lakhs for the year ended 31 March 2018 on the borrowing of the company which is not in accordance with the requirement of Ind AS -23: Borrowing Cost read with Ind AS 109: Financial Instruments. Had the aforesaid interest expense been recognised, the Consolidated Finance costs for the year ended 31 March 2018 would have been Rs. 42,136.05 lakhs instead of the reported amount of Rs. 3,390.55 Lakhs; Consolidated Total Expenses for the year ended 31st March, 2018 would have been Rs. 2,63,221.49 lakhs instead of the reported amount of Rs. 2,24,475.99 lakhs; Consolidated Net Loss after tax for the year ended 31 March 2018 would have been Rs. 47,715.40 lakhs instead of the reported amount of Rs. 8969.90 lakhs; Consolidated Total Comprehensive Income for year ended 31 March 2018 would have been Rs. (47,690.67) lakhs instead of the reported amount of Rs. (8945.17) lakhs and Loss Per Share for the year ended 31 March 2018 would have been Rs. 42.41 instead of the reported amount of Rs. 7.97. Consolidated Other Equity and Other Current Financial Liabilities as at 31st March, 2018 would have been Rs. (1,68,069.59) lakhs and Rs. 2,60,160.20 lakhs instead of the reported amount of Rs. (90,914.50) lakhs and Rs. 1,83,005.11 lakhs respectively. The unprovided interest amountreported above has been recalculate retrospectively from 1 April 2016 at simple interest instead of compound interestconsidered till 31 March 2017.	The major lenders of Parent Company have stopped charging interest on debts, since the dues from the Parent Company have been categorised as Non-Performing Asset. In view of the proposed debt resolution, the Parent Company has stopped providing interest accrued and unpaid effective 1 April 2016 in its books. The amount of interest expenses not provided for is estimated at Rs. 38,745.50 Lakhs for the year ended 31 March 2018 and accordingly the same has not been considered for compilation of result of the year ended 31 March 2018. The accumulated interest not provided as on 31 March 2018 is re-estimated at Rs 77,155.09 Lakhs.

Vishal Agarwal Managing Director	Manoj Kumar Digga Chief Financial Officer	K K Mehrotra Chairman, Audit Committee	For Singhi & Co Firm Registration Number: 302049E Chartered Accountants Pradeep Kumar Singhi Partner Membership Number 50773