

# 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

1 July 2017

BSE Limited Corporate Relationship Department PhirozeJeejeebhoy Towers Dalal Street, Mumbai 400001 BSE SCRIP CODE : 532721	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block Bandra – Kurla Complex, Bandra (E) Mumbai 400051 NSE SYMBOL : VISASTEEL
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**Sub: Voting Results for the National Company Law Tribunal, Kolkata Bench (NCLT) Convened Meeting of the Shareholder of the Company held on 30 June 2017**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed details of the Voting Results in respect of the matter transacted at the NCLT Convened Meeting. The resolution of the Notice dated 19 May 2017 was passed with requisite majority.

In this regard, please find enclosed the following:-

1. Voting Result as required under Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.
2. Scrutinizers' Report dated 1 July 2017

The report of the remote e-voting, postal ballot and poll will also be put on the Company's website.

This is for your information and records.

Yours truly,  
For VISA Steel Limited



Sudhir Kumar Banthiya  
Company Secretary

Resolution required: (Ordinary/ Special)		Requisite Majority						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To consider and approve the Scheme of Amalgamation between VISA BAO Limited and VISA Steel Limited and their respective shareholders						
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. Of Votes in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		68175000	100	68175000	-	100	-
	Poll	68175000	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	68175000	68175000	100	68175000	0	100	-
Public-Institutions	E-Voting		25427245	94.06	25427245	-	100	-
	Poll	27032586	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	27032586	25427245	94.06	25427245	0	100	-
Public-Non	E-Voting		7161727	48.41	7161676	51	100	0
	Poll	14792414	9916	0.07	9916	-	100	-
	Postal Ballot (if applicable)		1695	0.01	1695	-	100	-
	Total	14792414	7173338	48.49	7173287	51	100	-
	Total	110000000	100775583	91.61	100775532	51	100	-



### SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20& 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]

To

Advocate Shreya Choudhary

The Chairperson of

the Hon'ble National Company Law Tribunal, Kolkata Bench convened Meeting of the Members ("the meeting") of **VISA Steel Limited** (CIN:L51109OR1996PLC004601)("the Company"), held on Friday, 30<sup>th</sup> day of June, 2017 at 12:00P.M at "VISA House", 11 Ekamra Kanan, Nayapalli, Bhubaneswar – 751015.

**Madam,**

1. I, Debenra Raut, Practicing Company Secretary have been appointed as the scrutinizer of VISA Steel Limited for the meeting of the Equity Shareholders by the Hon'ble National Company Law Tribunal, Kolkata Bench (NCLT) vide their Order/Company application No. 106 of 2017, dated 11<sup>th</sup> Day of May, 2017.
2. In view of Section 230(4) & 232(1) of Companies Act, 2013 read with Rules 5 & 6 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016, the Company VISA Steel Limited has provided the facility of postal ballot, e-voting and the facility of voting at the venue of the meeting of the equity shareholders held on 30<sup>th</sup> June, 2017 at 12:00 P.M at "VISA House", 11 Ekamra Kanan, Nayapalli, Bhubaneswar – 751015
3. The Notice dated 19<sup>th</sup> May, 2017 convening the NCLT convened Meeting of the members of the Company along with the Statement & annexure under Section 102, 230(3) and other applicable provisions of the Act read with Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016, setting out





all material facts in respect of Resolutions mentioned therein, was sent on 29<sup>th</sup> May 2017 to the shareholders of the Company.

4. The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 19<sup>th</sup> May 2017 were entitled to vote on the proposed resolutions.
5. The Company provided remote e-voting facility & postal ballot offered by M/s Karvy Computershare (P) Ltd (Karvy) to its Shareholders. The Company has also provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting.
6. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Wednesday, 31<sup>st</sup> May, 2017 at 9:00 AM and ended on Thursday, 29<sup>th</sup> June, 2017 at 5:00 PM.
7. After conclusion of voting at the Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of witness Ms. Radhika Agarwal and Mr. Biswa Mohan Biswal, who were not in the employment of the Company.
8. Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolution that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting, as well as the report generated from the e-voting website of Karvy, <http://www.evoting.karvy.com> in respect of remote e-voting.

We now submit our consolidated report as under on the result of the remote e-voting and poll conducted at the meeting as herein under:

- (a) Thirty Four (34) members have cast their votes through remote e-voting & Three (3) members cast their vote by postal ballot while Twenty Three (23) members and/or their proxy have cast their votes through poll at the meeting venue.





**(b) Combined Result:**

**Item no. 1 – Ordinary Resolution** -To consider and approve the Scheme of Amalgamation between VISA BAO Limited and VISA Steel Limited and their respective Shareholders

	Remote e-voting		Physical Ballot		Voting through Poll		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	33	100763921	3	1695	23	9916	59	100775532	100%
Voted against the resolution	2	51	-	-	-	-	2	51	0.00%
Invalid votes	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>34<sup>1</sup></b>	<b>100763972</b>	<b>3</b>	<b>1695</b>	<b>23</b>	<b>9916</b>	<b>60<sup>1</sup></b>	<b>100775583</b>	<b>100%</b>

1. One shareholder holding 35 shares voted against the resolution for 1 share & voted in favour for 1 share and another shareholder holding 50 shares voted against the resolution for 50 shares.

Thanking You,  
Yours Faithfully

For D Raut & Associates  
Practicing Company Secretaries

*D Raut*  
CS Debendra Raut  
Proprietor  
Membership No.: A16626  
CDP No.: 5232

Date: 1<sup>st</sup> July 2017  
Place: Kolkata

