



## VISA Steel Limited

(CIN : L51109OR1996PLC004601)

Tel : +91 33 3011 9000

Fax : +91 33 3011 9006

cs@visasteel.com

1 October 2018

BSE Limited 25 <sup>th</sup> Floor, P J Tower 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
--	--

Dear Sir/ Madam,

Sub: **Voting Results for Annual General Meeting held on 29 September 2018 (AGM)**

Pursuant to the provisions of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed details of voting results in respect of the matters transacted at the Annual General Meeting held on 29 September 2018. All the resolutions from Item No. 1 to 5 of the Notice dated 6 August 2018 convening the said AGM were passed with requisite majority.

In this regard, please find enclosed the following:-

1. Voting Results as required under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Consolidated Scrutinizers' Report dated 29 September 2018.

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

This is for your information and record.

Yours truly,  
For VISA Steel Limited

Sudhir Banthiya  
Company Secretary &  
Compliance Officer  
F8460



Date of the AGM/EGM	VISA STEEL LTD
Total number of shareholders on record date	29-09-2018
No. of shareholders present in the meeting either in person or through proxy:	18075
Promoters and Promoter Group:	3
Public:	29
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	No									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the Audited Financial Statement of the Company including Consolidated Audited Financial Statement for the Financial Year ended 31 March 2018, together with the Report of the Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	
Promoter and Promoter Group	E-Voting		68,175,000	100.0000	68,175,000	0	100.0000	0.0000	0	0
	Poll	68,175,000	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>68,175,000</b>	<b>100.0000</b>	<b>68,175,000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting		7,192,987	32.4012	7,192,987	0	100.0000	0.0000	0	0
	Poll	25,414,745	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>7,192,987</b>	<b>32.4012</b>	<b>7,192,987</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting		8,343	0.0376	8,343	0	100.0000	0.0000	0	0
	Poll	22,199,755	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>8,343</b>	<b>0.0376</b>	<b>8,343</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>115,789,500</b>	<b>7,201,330</b>	<b>32.4388</b>	<b>7,201,330</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
	<b>Total</b>		<b>75,376,330</b>	<b>65.0977</b>	<b>75,376,330</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>



Date of the AGM/EGM	VISA STEEL LTD
Total number of shareholders on record date	29-09-2018
No. of shareholders present in the meeting either in person or through proxy:	18075
Promoters and Promoter Group:	3
Public:	29
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	ORDINARY - To re-appoint Mr. Vishal Agarwal (DIN: 001215339), Director who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	
Promoter and Promoter Group	E-Voting									0
	Poll	68,175,000								0
	Postal Ballot (if applicable)									0
	<b>Total</b>			0	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting									0
	Poll	25,414,745								0
	Postal Ballot (if applicable)									0
	<b>Total</b>			0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting		7,192,987	32.4012	7,192,987		100.0000	0.0000		0
	Poll		8,343	0.0376	8,343		100.0000	0.0000		0
	Postal Ballot (if applicable)									0
	<b>Total</b>		7,201,330	32.4388	7,201,330		100.0000	0.0000		0
	<b>Total</b>	115,789,500	7,201,330	6.2193	7,201,330		100.0000	0.0000		0



Date of the AGM/EGM	VISA STEEL LTD										
Total number of shareholders on record date	29-09-2018										
No. of shareholders present in the meeting either in person or through proxy:	18075										
Promoters and Promoter Group:	3										
Public:	29										
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable										
Promoters and Promoter Group:	Not Applicable										
Public:	Not Applicable										
Resolution No.	3										
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Mr. Manoj Kumar (DIN:06823891) as the Whole-time Director designated as Director (Kalinganagar) of the Company.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid		
Promoter and Promoter Group	E-Voting		68,175,000	100.0000	68,175,000	0	100.0000	0.0000	0		
	Poll			0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot (if applicable)	68,175,000		0.0000	0	0	0.0000	0.0000	0		
	Total		68,175,000	100.0000	68,175,000	0	100.0000	0.0000	0		
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0		
	Poll			0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot (if applicable)	25,414,745		0.0000	0	0	0.0000	0.0000	0		
	Total		0	0.0000	0	0	0.0000	0.0000	0		
Public- Non Institutions	E-Voting		7,192,987	32.4012	7,192,987	0	100.0000	0.0000	0		
	Poll			0.0376	8,343	0	100.0000	0.0000	0		
	Postal Ballot (if applicable)	22,199,755		0.0000	0	0	0.0000	0.0000	0		
	Total		7,201,330	32.4388	7,201,330	0	100.0000	0.0000	0		
	Total	115,789,500	75,376,330	65.0977	75,376,330	0	100.0000	0.0000	0		



Date of the AGM/EGM	VISA STEEL LTD
Total number of shareholders on record date	29-09-2018
No. of shareholders present in the meeting either in person or through proxy:	18075
Promoters and Promoter Group:	3
Public:	29
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
Resolution No.	4

Resolution required: (Ordinary/ Special)		ORDINARY - To ratify remuneration of the Cost Auditors for the Financial Year ending 31 March 2019.														
Whether promoter/ promoter group are interested in the agenda/resolution?		No														
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid								
Promoter and Promoter Group																
	Mode of Voting															
	E-Voting	68,175,000	100.0000	68,175,000	0	100.0000	0.0000	0								
	Poll	0	0.0000	0	0	0.0000	0.0000	0								
	Postal Ballot (if applicable)	68,175,000														
	Total	68,175,000	100.0000	68,175,000	0	100.0000	0.0000	0								
Public- Institutions																
	Mode of Voting															
	E-Voting	7,192,987	32.4012	7,192,987	0	100.0000	0.0000	0								
	Poll	8,343	0.0376	8,343	0	100.0000	0.0000	0								
	Postal Ballot (if applicable)	22,199,755														
	Total	7,201,330	32.4388	7,201,330	0	100.0000	0.0000	0								
Public- Non Institutions																
	Mode of Voting															
	E-Voting	75,376,330	65.0977	75,376,330	0	100.0000	0.0000	0								
	Poll	0	0.0000	0	0	0.0000	0.0000	0								
	Postal Ballot (if applicable)	115,789,500														
	Total	115,789,500	65.0977	75,376,330	0	100.0000	0.0000	0								
	Total	115,789,500	65.0977	75,376,330	0	100.0000	0.0000	0								



Date of the AGM/EGM	VISA STEEL LTD									
Total number of shareholders on record date	29-09-2018									
No. of shareholders present in the meeting either in person or through proxy:	18075									
Promoters and Promoter Group:	3									
Public:	29									
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable									
Promoters and Promoter Group:	Not Applicable									
Public:	Not Applicable									
Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of related party transactions.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	
Promoter and Promoter Group	E-Voting									
	Poll	68,175,000								
	Postal Ballot (if applicable)									
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	25,414,745		0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting		7,192,987	32.4012	7,190,987	2,000	99.9721	0.0278	0	0
	Poll	22,199,755	8,343	0.0376	8,343	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000	0	0
	Total		7,201,330	32.4388	7,199,330	2,000	99.9722	0.0278	0	0
	Total	115,789,500	7,201,330	6.2193	7,199,330	2,000	99.9722	0.0278	0	0



**SCRUTINIZERS' CONSOLIDATED REPORT**

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

To,

The Chairman of the 22<sup>nd</sup> (Twenty Second) Annual General Meeting (AGM) of the Members of VISA Steel Limited (CIN- L51109OR1996PLC004601) held on Saturday, 29<sup>th</sup> September, 2018 at 1200 hours at "IDCOL Auditorium", IDCOL House, Ashok Nagar, Near Indra Gandhi Park, Unit-II, Bhubaneswar, Odisha - 751009

**Subject: Passing of Resolutions through remote E-voting and Poll conducted at the 22<sup>nd</sup> AGM of VISA Steel Limited held on Saturday 29<sup>th</sup> September, 2018**

Dear Sir,

I, Debendra Raut, Practicing Company Secretary of M/s D Raut & Associates appointed 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 1 to 5 contained in the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company held on Saturday, 29<sup>th</sup> September, 2018 at 1200 hours at "IDCOL Auditorium", IDCOL House, Ashok Nagar, Near Indra Gandhi Park, Unit - II, Bhubaneswar, Odisha - 751009.

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 responsibility as scrutinizier 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 M/s. Karvy Computershare (P) Ltd. (Karvy) the authorized agency to provide E-voting facilities, engaged by the Company, from Wednesday, 26<sup>th</sup> September, 2018 at 9:00AM ended on Friday, 28<sup>th</sup> September, 2018 at 5:00PM and physical voting through poll was conducted during the meeting. Further this report combines result of voting conducted through electronic means and result of voting conducted through physical means through poll at the AGM. The summary of the combined result is provided hereinafter, for reference.



**Item no. 1 - Ordinary Resolution – To consider and adopt the Audited Financial Statement of the Company including Consolidated Audited Financial Statement for the Financial Year ended 31 March 2018, together with the Report of the Directors and Auditors thereon.**

Particulars	No of members Voted	Total No. of shares held by them	Invalid			Favor			Against		
			No. of members voted	No. of shares	%	No. of members voted	No. of shares	%	No. of members voted	No. of shares	%
E-voting	24	75367987	0	0	0	24	75367987	100	0	0	0
Physical ballot	22	8343	0	0	0	22	8343	100	0	0	0
Total	46	75376330	0	0	0	46	75376330	100	0	0	0

**Item no. 2 - Ordinary Resolution- To re-appoint Mr. Vishal Agarwal (DIN: 00121539) Director, who retires by rotation and being eligible, offers himself for re-appointment.**

Particulars	No of members Voted	Total No. of shares held by them	Invalid			Favor			Against		
			No. of members voted	No. of shares	%	No. of members voted	No. of shares	%	No. of members voted	No. of shares	%
E-voting	24	75367987	0	0	0	21	7192987	100	0	0	0
Physical ballot	22	8343	0	0	0	22	8343	100	0	0	0
Total	46	75376330	0	0	0	43	7201330	100	0	0	0

\*3 members holding 68175000 shares belonging to the Promoter Group have voted through e-voting in favor of Resolution 2 and are not considered for the purpose of passing the Resolution 2 in terms of provisions of Section 188 of the Companies Act, 2013.





**Item No. 3 –Special Resolution – To re-appoint Mr. Manoj Kumar (DIN:06823891) as the Whole-time Director designated as Director (Kalinganagar) of the Company.**

Particulars	No of members Voted	Total No. of shares held by them	Invalid			Favor			Against		
			No. of members voted	No. of shares	%	No. of members voted	No. of shares	%	No. of members voted	No. of shares	%
E-voting	24	75367987	0	0	0	24	75367987	100	0	0	0
Physical ballot	22	8343	0	0	0	22	8343	100	0	0	0
Total	46	75376330	0	0	0	46	75376330	100	0	0	0

**Item no. 4 - Ordinary Resolution- To ratify remuneration of the Cost Auditors for the Financial Year ending 31 March 2019.**

Particulars	No of members Voted	Total No. of shares held by them	Invalid			Favor			Against		
			No. of members voted	No. of shares	%	No. of members voted	No. of shares	%	No. of members voted	No. of shares	%
E-voting	24	75367987	0	0	0	24	75367987	100	0	0	0
Physical ballot	22	8343	0	0	0	22	8343	100	0	0	0
Total	46	75376330	0	0	0	46	75376330	100	0	0	0



**Item no. 5 -Special Resolution – Approval of Related Party Transactions.**

Particulars	No of members Voted	Total No. of shares held by them	Invalid			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	24	75367987	0	0	0	20	7190987	99.97	1	2000	0.03
Physical ballot	22	8343	0	0	0	22	8343	100	0	0	0
Total	46	75376330	0	0	0	42	7199330	99.97	1	2000	0.03

\*3 members holding 68175000 shares belonging to the Promoter Group have voted through e-voting in favor of Resolution 5 and are not considered for the purpose of passing the Resolution 5 in terms of provisions of Section 188 of the Companies Act, 2013.

Thanking you,  
Yours faithfully,  
For **D. Raut & Associates**  
Practicing Company Secretaries

*D. Raut*

**Debendra Raut**  
Membership No.: A-16626  
COP No.: 5232



Date: 29<sup>th</sup> September 2018