

# VISA STEEL

## VISA Steel Limited

CIN: L51109OR1996PLC004601

Registered Office: 11 Ekamra Kanan, Nayapalli, Bhubaneswar 751 015

Tel: +91 674 2552 479: Fax: +91 674 2554 661

Website: [www.visasteel.com](http://www.visasteel.com)

Email ID for registering Investor Grievances: [cs@visasteel.com](mailto:cs@visasteel.com)

## NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of VISA Steel Limited will be held on Monday, 23 December 2019 at 1200 hours at IDCOL Auditorium, IDCOL House, Ashok Nagar, Near Indira Gandhi Park, Unit – II, Bhubaneswar 751009 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company including Consolidated Audited Financial Statement for the Financial Year ended 31 March 2019, together with the Report of the Directors and Auditors thereon.
2. To consider appointment of Mr. Manoj Kumar (DIN:06823891), as a Director who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. To appoint Mr. Dhanesh Ranjan (DIN 03047512) as a Director and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, Mr. Dhanesh Ranjan (DIN 03047512), who was appointed as an Additional Director (Non-Executive, Independent) of the Company w.e.f. 30 September 2018 and holds office up to the date of this Annual General Meeting of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and shall hold office for a period of 3 years from 30 September 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To ratify the remuneration of the Cost Auditors for the Financial Year ending 31 March 2020 and in this regard to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, Companies (Cost Records and Audit) Rules, 2014 (including

any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 40,000/- (Rupees Forty Thousand Only) plus applicable taxes and actual out-of-pocket expenses payable to M/s. DGM & Associates, Cost Accountants (Firm Registration No. 00038), appointed as the Cost Auditors of the Company by the Board of Directors to conduct audit of the cost records maintained by the Company for the Financial Year 2019-20.

5. To approve related party transactions and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and as approved by the Audit Committee and Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded to one or more contract(s) / arrangement(s) / transaction(s) / agreement(s) entered into or to be entered into from time to time by the Company with its related parties, up to the maximum amounts and other terms and conditions as detailed in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, including delegation of powers, in the best interest of the Company.”

6. To approve Continuation of Remuneration Payable to Mr. Vishal Agarwal, Vice-Chairman & Managing Director (DIN: 00121539) and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT in continuation to Special Resolution passed in the 20th Annual General Meeting of the members of the

Company, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the Act), if any (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Rules made thereunder read with Schedule V to the Act, and all guidelines and clarifications for managerial remuneration issued by the Ministry of Corporate Affairs from time to time and in terms with the enabling provisions of the Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Vishal Agarwal (DIN : 00121539) as the Vice-Chairman & Managing Director of the Company for the remaining tenure of 2 (Two) years w.e.f. 25 June 2020 of his existing appointment period as per the details mentioned in the explanatory statement to this notice.

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board so authorised by it, be and are hereby authorised to alter and vary the terms and conditions of his

appointment including the remuneration, as may be agreed between the Board of Directors and Mr. Vishal Agarwal and / or in such manner and to such extent as may be permitted or authorised in accordance with the provisions under the Act for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors  
For VISA Steel Limited

Place: Kolkata  
Date: 18 October 2019

**Sudhir Kumar Banthiya**  
**Company Secretary**  
F8460

**Registered Office:**  
11 Ekamra Kanan, Nayapalli  
Bhubaneswar 751 015

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY/PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.

MEMBERS ARE REQUESTED TO NOTE THAT A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

PROXIES SHALL BE MADE AVAILABLE FOR INSPECTION DURING TWENTY FOUR HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING.

2. Members / proxies should bring the Attendance Slips along with their copy of Annual Report to the meeting.
3. Corporate Shareholders / Trust / Societies are requested to send a duly certified copy of the Board / Managing Committee Resolution/ Power of Attorney authorising their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **16 December 2019 to 23 December 2019** (both days inclusive).

6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out details relating to Special Business at the meeting is annexed hereto.

7. The requirement to place the matter relating to the appointment of statutory auditors for ratification by members at every Annual General Meeting (AGM) is omitted by provision of Companies (Amendment) Act, 2017 vide notification dated 7 May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, resolution for ratification of the appointment of statutory auditors has not been proposed at this AGM.

8. Disclosure pursuant to Section 196 (4) of the Companies Act, 2013 and Regulation 36(3) SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 (Listing Regulations), and Secretarial Standard 2, brief profile of the Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting is annexed to this Notice.

9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays, till the date of meeting.

The Register of Directors and Key Managerial Personnel and their shareholding, maintained by the Company under Section 170 of the Companies Act, 2013, and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

10. In compliance with the provisions of Section 129(3) of the Companies Act, 2013, the Audited Financial Statements of the Company include the Consolidated Financial Statements of the Company and all its Subsidiaries for consideration and adoption by the Members of the Company.

11. The Annual Report for the financial year 2018-19 is being sent to all Members in electronic mode whose email ids are registered with the Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 are being sent in the permitted mode.
12. The Notice of the 23rd AGM of the Company inter-alia indicating the process and manner of remote e-voting, along with the Attendance Slip and Proxy Form is being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the aforesaid documents are being sent in permitted mode.
13. Members may also note that the Notice of the 23rd AGM and the Annual Report for 2018-19 will be available on the Company's website, [www.visasteel.com](http://www.visasteel.com). The physical copies of all the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [cs@visasteel.com](mailto:cs@visasteel.com).
14. In terms of Schedule I of the Listing Regulations, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS), National Electronic Fund Transfer (NEFT), Direct Credit (DC), Real Time Gross Settlement (RTGS) etc. for making payments like dividend etc. to the members.  
  
Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form should send a request updating their bank details, to the Company's Registrar, Karvy Fintech Private Limited.
15. Pursuant to section 72 of the Companies Act 2013 members holding shares in physical form are advised to file nomination in prescribed Form SH-13 with the Company's Registrar Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar.
17. Members holding shares in electronic mode are advised to contact their respective Depository Participants for registering the nomination and also register / update their e-mail address with their respective depository participants for receiving all communications from the Company electronically. Members holding shares in physical mode are advised to

register the nomination in respect of their shareholding in the Company by submitting the Nomination Form (SH—13) and are requested to register / update their e-mail address with the Company/ Karvy for receiving all communications from the Company electronically.

**18. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f 1 April 2019. Accordingly, the Company/Karvy has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.**

19. The attention of Members is particularly drawn to the Corporate Governance Report forming part of the Directors Report in respect of the Unclaimed and Unpaid Dividends and transfer of dividends / shares to Investor Education and Protection Fund.
20. Voting through Electronic means
  - a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4 February 2013 and No. CIR/CFD/DIL/8/2013 dated 21 May 2013, the Company is pleased to provide to its members e-voting facility to exercise their right to vote on resolutions proposed to be passed.
  - b. The Company has appointed Karvy Fintech Private Limited (Karvy) as the Agency for the purpose of facilitating the e-voting.

## PROCEDURE AND INSTRUCTIONS FOR E-VOTING

- I. **Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
  - (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participants (s)]:
    - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
    - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email: csdraut@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_Event No."

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

**II. Voting at AGM:** The Members, who have not cast their vote through Remote e-voting, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The physical ballot shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting, but will not be entitled to cast their votes once again.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

## OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Suresh D Babu, (Unit: VISA Steel Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on 20 December 2019 (0900 Hours) and ends on 22 December 2019 (1700 Hours). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 16 December 2019, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 16 December 2019.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting i.e., 16 December 2019 he/she may obtain the User ID and Password in the manner as mentioned below :
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send



SMS: **MYEPWD** <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Member may call Karvy's toll free number 1800-3454-001.
  - iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
21. The Board of Directors of the Company has appointed CS Debendra Raut, Practicing Company Secretary (Membership No- A16626/CP-5232) of M/s D.Raut & Associates, Company Secretaries, as Scrutinizer to scrutinize the Ballot Form and
- remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed as the Scrutinizer and will be available for the said purpose. The Scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company. The Scrutinizer shall submit the consolidated scrutinizer's report, not later than 48 hours of conclusion of the Meeting, to the Chairman or any other person authorised by the Board.
22. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.visasteel.com](http://www.visasteel.com) and also be displayed on the Notice board of the Company at its registered office and on the website of Karvy immediately after the results are declared. The results shall simultaneously be communicated to the Stock Exchanges.
- 23. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
24. The Route map of the venue of Annual General Meeting is annexed at the end of this Notice. Prominent Landmark is also marked therein for reference.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 3

Based on the recommendation of Nomination & Remuneration Committee, Mr. Dhanesh Ranjan (DIN 03047512) was appointed as an Additional Director (Non-Executive, Independent) on the Board of the Company w.e.f. 30 September 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the Act) and the Rules made thereunder, Mr. Ranjan holds office as such up to the date of this Annual General Meeting.

In terms of provisions of Section 149 and 152 of the Act, an Independent Director of a Company can be appointed for a term of upto 5 (Five) consecutive years and shall not be liable to retire by rotation. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members. Accordingly, it is proposed to appoint Mr. Ranjan as an Independent Director of the Company to hold office for a period of 3 years i.e. up to 29 September, 2021 who shall not be liable to retire by rotation.

Mr. Ranjan has given the requisite declaration pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 149(7) of the Act, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of the Act. In the opinion of the Board, Mr. Ranjan, proposed to be appointed as an Independent Director fulfills the conditions specified in the Act and the Rules made thereunder and is independent of the

Management. His brief profile, including nature of his expertise and other disclosures as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2, are provided in Annexure - A of this Notice.

The Board recommends the Resolution set out at Item No. 3 of the Notice for approval of the Members of the Company.

Except Mr. Dhanesh Ranjan, being appointee, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding.

### ITEM NO. 4

The Company is directed, under Section 148 of the Companies Act, 2013 ("the Act") to have the audit of its cost records conducted by a Cost Accountant in practice. Accordingly, the Board of the Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. DGM & Associates as the Cost Auditors of the Company to conduct audit of the cost records of the Company for the year ending 31 March 2020, at a remuneration of ₹ 40,000 plus applicable taxes and out of pocket expenses, at actuals.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company. Accordingly, ratification by

the members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

The Board recommends the Resolutions set out at Item No. 4 of the Notice for consent of the members of the Company.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding.

#### ITEM NO. 5

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (the Act) read with Rules made thereunder and as

per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment for the time being in force), all Related Party Transactions beyond the prescribed threshold limit require shareholders approval.

In terms of the above, approval of the Members is sought on the transaction(s), which are material in terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore, the Board has proposed the same to be placed before the shareholders for their approval as a Special Resolution.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

Sl. No	Name of the related party	Name of the Director or KMP who is related	Nature of Relationship	Particulars & Nature of the Contract/ Arrangement	Period of the Contract / Arrangement	Manner of price determination	Estimated Monetary Annual Value in ₹ (crore)
1	VISA Coke Limited	Mr. Vishal Agarwal	Enterprises over which KMP or Relatives of KMP exercise significant influence	Sale and purchase of manufactured goods, trading of raw materials & finished goods, scraps and capital goods, hire or lease of property / Plant & machinery, rent charges, freight, Commissions, Finance charges/ Interests, Shared services charges, reimbursements or any other transactions	1 April 2019 to 31 March 2020	Arm's length pricing as agreed in Audit Committee Meeting	300
2	VISA Minmetal Limited	Mr. Vishambhar Saran	Enterprises over which KMP or Relatives of KMP exercise significant influence	Sale and purchase of manufactured goods, trading of raw materials & finished goods, scraps and capital goods, hire or lease of property / Plant & machinery, rent charges, freight, Commissions, Finance charges/ Interests, Shared services charges, reimbursements or any other transactions	1 April 2019 to 31 March 2020	Arm's length pricing as agreed in Audit Committee Meeting	1250

The aforesaid proposed contract(s) / transaction(s) / arrangement(s) have been approved by the Audit Committee and recommended by the Board of Directors of the Company to the members for their approval.

Except Mr. Vishambhar Saran, Wholetime Director designated as Chairman and Mr. Vishal Agarwal, Vice Chairman & Managing Director of the Company and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding.

#### ITEM NO. 6

The Members of the Company had, at their meeting held on 28 December 2016 reappointed Mr. Vishal Agarwal as the Vice Chairman & Managing Director of the Company for a period of 5(Five) years with effect from 25 June 2017 and remuneration payable for a period of 3 (Three) years, which was approved by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 18 October 2019 has approved continuation of existing remuneration to Mr. Agarwal for the remaining tenure of 2 (Two) years w.e.f. 25 June 2020 of his existing appointment, as per the applicable provisions of the Companies Act, 2013 read with rules made thereunder and Schedule V to the said Act. The detailed terms and conditions pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (the Act), if any, and the Rules made thereunder read with Schedule V of the Act are as mentioned below.

#### Salary (including Dearness Allowance)

₹ 840,000/- per month with such revisions as may be determined by the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) from time to time.

#### Special Allowance

₹ 83,150/- per month with such revisions as may be determined by the Board from time to time.

**Perquisites****Housing**

Free furnished residential accommodation or House Rent Allowance upto 50% of salary in lieu thereof. Expenditure incurred on gas, water, electricity, caretaker staff etc. will be borne by the Company, subject to Income Tax Rules.

**Medical Reimbursement**

Expenses incurred for self and family (consisting of spouse and dependent children) subject to the Rules of the Company applicable to the senior executives.

**Club Fees**

Reimbursement of Membership fees for three Clubs in India and / or abroad including admission and life membership fee.

**Contribution to Provident Fund and Superannuation / Annuity Fund**

The Company's contribution to Provident Fund and Superannuation / Annuity Fund as per the Rules of the Company applicable to the senior executives.

**Gratuity**

As per Rules of the Company applicable to the senior executives.

**Leave Pay**

Leave with full pay and allowances as per the Rules of the Company.

**Convenyance**

A Company maintained Car will be provided for the use in the Company's business. Use of Car for personal purpose shall be billed to him separately.

**Telephone and other Communication Facilities**

The Company shall provide Telephone, and other communication facilities at the residence of Mr. Agarwal. Use of personal long distance calls shall be billed to him separately.

Other benefits, amenities and facilities as per Company's Rules, subject to overall remuneration mentioned herein above, Mr. Agarwal may be given any other allowances, benefits and perquisites as the Board may from time to time decide.

Perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable and in the absence of any such Rules, perquisites shall be evaluated at cost.

Subject to the overall superintendence, direction and control of the Board of Directors, Mr. Vishal Agarwal, Vice Chairman & Managing Director, shall be responsible for the management of the affairs of the Company and be accountable to the Board of Directors. The appointment may be terminated by either party by giving to the other one month notice in writing.

The information as required under the provisions of Schedule V of the Companies Act, 2013 (the Act) and also under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished below:

- I. General Information: As mentioned below.
- II. Information about Mr. Vishal Agarwal

**(1) Background details:** Mr. Agarwal holds a Bachelors Degree from London School of Economics and a Masters

Degree from Oxford University. He was born in Faizabad, Uttar Pradesh and completed his schooling from Mayo College, Ajmer and Cheltenham College, UK. He has over 21 years of rich experience in the Iron & Steel industry with hands on experience of setting up greenfield projects and international trading business. During 1997 to 2004, Mr. Agarwal developed the international trading business for the VISA Group in minerals and metals including Chrome Ore, Iron Ore, Manganese Ore, Alumina, Ferro Alloys etc. Since 2004, he has built the Special Steel, Ferro Chrome and Coke business from scratch. His leadership enabled Strategic Joint Venture partnerships with global Companies including Baosteel, China and SunCoke Energy, USA.

He is a Committee Member of Indian Chamber of Commerce (ICC). His Sporting activities include Golf, Tennis & Swimming. Mr. Agarwal is also actively involved in promoting CSR activities in the areas of education and healthcare in Odisha through the VISA Trust.

**(2) Past Remuneration:** Mr. Agarwal, has withdrawn ₹ 18.40 million (including retirement benefits) for FY 2018-19.

**(3) Recognition or awards:** As stated in (1) above

**(4) Job profile and his suitability:** Mr. Vishal Agarwal as Vice Chairman & Managing Director is responsible for the entire operations of the plant of the Company and is accountable to the Board of Directors. Considering his past track record, qualifications, vast experience and his achievements in the same business, Mr. Agarwal is best suited for the assignment as Vice Chairman & Managing Director of the Company.

**(5) Remuneration proposed:** The Company is seeking approval for continuation of remuneration for the remaining period of his tenure with effect from 25 June 2020. There is no change in the remuneration paid and proposed to be paid to him. The details of remuneration proposed to be paid are provided in the explanatory statement above.

**(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** As regards the comparative remuneration profile with respect to industry, size of the Company, profile of the person and position, the remuneration payable to Mr. Agarwal which is proposed for your approval is at comparable level within the industry standards. The Company has its own distinctive remuneration policy based on its short-term and long-term objectives and role perceived and played by employees at all levels. Considering his rich experience, competence, growth and development of the Company under his leadership, the terms of his remuneration are considered fair, just and reasonable.

**(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Mr. Vishal Agarwal, Vice Chairman & Managing Director is son of Mr. Vishambhar Saran. Except as stated, Mr. Vishal Agarwal does not have any pecuniary relationship directly or indirectly with the Company or any other Managerial Personnel.

III. Other Information: As mentioned below.

The Companies in which Mr. Agarwal is a Director and his Committee positions is given in Annexure - A of this Notice.

The Board accordingly recommends the Resolution set out at Item No. 6 of the Notice for approval of the Members of the Company.

Mr. Vishal Agarwal, Mr. Vishambhar Saran and their relatives are deemed to be interested/concerned in these resolution(s) to the extent specified hereinabove. No other Director, Manager and other key managerial personnel of the Company including their relatives are interested, financially or otherwise in the resolution, except to the extent of their shareholding, if any.

## GENERAL INFORMATION ABOUT THE COMPANY

### (1) NATURE OF INDUSTRY:

The Company is pursuing Ferro Alloy Business. The Ferro Alloy Business includes production of High Carbon Ferro Chrome and generation of Power for captive use.

### (2) DATE OR EXPECTED DATE OF COMMENCEMENT OF COMMERCIAL PRODUCTION:

The Company is an existing Company and was incorporated on 10 September 1996.

### (3) IN CASE OF NEW COMPANIES, EXPECTED DATE OF COMMENCEMENT OF ACTIVITIES AS PER PROJECT APPROVED BY FINANCIAL INSTITUTIONS APPEARING IN THE PROSPECTUS:

Not applicable

### (4) FINANCIAL PERFORMANCE BASED ON GIVEN INDICATOR

Particulars	₹ in million except EPS)	
	Standalone	
	2018-19	2017-18
Total Income	8306.43	8830.94
Profit before tax	(661.62)	(275.93)
Profit after tax	(661.62)	(275.93)
Earnings Per Share (EPS)	(5.71)	(2.45)

### (5) FOREIGN INVESTMENTS OR COLLABORATORS, IF ANY

As on 31 March 2019, the total share holding of Foreign Institutional Investors (including Foreign Corporate Bodies) is 26.95% and Non-Resident Indians is 0.30%, of the total paid up capital of the Company.



## OTHER INFORMATION

### **(1) REASONS OF LOSS OR INADEQUATE PROFITS:**

The Company is pursuing Ferro Alloy Business. The Ferro Alloy Business includes production of High Carbon Ferro Chrome and generation of Power for captive use. The Company's performance has been adversely impacted due to various external factors beyond management control including non-availability of working capital for operations and other external factors including challenges arising out of high prices of Chrome Ore being fixed by OMC through e-auction, high cutback by Lenders in excess of EBITDA, high energy costs and electricity duty/compensation cess, high road transport rates etc. Due to high cutback, the dues to operational creditors and statutory dues have increased.

### **(2) STEPS TAKEN OR PROPOSED TO BE TAKEN FOR IMPROVEMENT TO ADDRESS THESE CHALLENGES:**

The Company has initiated several measures towards achieving organisational and operating efficiencies and strengthening core competencies, alongside working on improvements in processes and controls inter alia: 1. The Company is taking various measures to ensure raw material availability and reduce its input raw material cost including specific consumption per unit of product. 2. Cost reduction by optimising production. 3. The Company has also adopted various measures for cutting production cost & administrative expenses, improving operating & energy efficiencies and increasing overall productivity.

### **(3) EXPECTED INCREASE IN PRODUCTIVITY AND PROFITS IN MEASURABLE TERMS:**

The Company has taken appropriate steps to ensure improvement in profitability in future which is subject to improvement in economic scenario and market condition. The performance of the Company has been adversely affected due to various external factors. It would therefore, be inappropriate to quantify in measurable terms the likely increase in productivity and profits, which has taken place as a result of the steps taken by the Company.

All disclosures as required shall be given in the Corporate Governance Report which forms part of Board's Report.

## ANNEXURE A

Details of Director seeking appointment/reappointment/fixation of remuneration (pursuant to Section 196(4) of the Companies Act, 2013, Regulation 36 (3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended) and Secretarial Standards on General Meetings SS-2 of ICSI are as follows:

Name of the Director	Mr. Vishal Agarwal	Mr. Dhanesh Ranjan
DIN	00121539	03047512
Date of birth / Age	14 September 1974, 45 Y	30 September 1953, 66 Y
Date of first appointment	10 September 1996	30 September 2018
Qualifications	Bachelor's degree in Economics from the London School of Economics and a Master's degree in Economics for Development from Oxford University	Master's Degree in Economics from Ranchi University and Diploma in Maritime Law from Lloyd's Maritime Academy, London
Nationality	Indian	Indian
Date of Appointment	25 June 2017	30 September 2018
Experience	He has over 21 years of rich experience in the Iron & Steel industry with hands on experience of setting up greenfield projects and international trading business. During 1997 to 2004, Mr. Agarwal developed the international trading business for the VISA Group in minerals and metals including Chrome Ore, Iron Ore, Manganese Ore, Alumina, Ferro Alloys etc. Since 2004, he has built the Special Steel, Ferro Chrome and Coke business from scratch. His leadership enabled Strategic Joint Venture partnerships with global Companies including Baosteel, China and SunCoke Energy, USA.	He served SAIL for 36 years in various positions and offices. He has travelled overseas to several countries in the course of his appointment for facilitating business of the Company. Throughout his career, he has been at the cutting edge of policy making and strategising in different areas and divisions of SAIL.
Terms and Conditions of Appointment/fixation of remuneration	Appointed as Vice Chairman & Managing Director for a period of 5 (Five) years w.e.f 25 June 2017. Details as set out in resolution & explanatory statement to Item no. 6 of this Notice.	Appointment as Independent Director is for a term of Three (3) years commencing from 30 September 2019 as set out in resolution at Item no. 3 of this Notice.
Remuneration sought to be paid	As detailed in Item No. 6	Nil except sitting fees for attending the Meeting of Board of Directors and its Committees
Remuneration last drawn	As detailed in Item No. 6	Nil
Date of First Appointment on the Board	10 September 1996	30 September 2018
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and other KMP of the Company	Mr. Vishal Agarwal, Vice-Chairman & Managing Director is son of Mr. Vishambhar Saran. Except as stated above, Mr. Saran is not related with other Directors, Manager and other KMP of the Company.	Not related to any Director / Key Managerial Personnel
The number of Meetings of the Board attended during the F.Y. 2018-19	4 (Four)	2 (Two)
Names of entities in which the person also holds the Directorship and the Membership of Committees of the Board	VISA Natural Resources Limited VISA Special Steel Limited VISA Coke Limited VISA Industries Limited VISA Urban Infra Limited VISA Ferro Chrome Limited Indian Chamber of Commerce Calcutta	Nil
Committee Membership/ Chairmanship of other Company	VISA Coke Limited Audit Committee -Chairman Nomination & Remuneration Committee – Chairman Corporate Social Responsibility - Chairman	Nil

# ROUTE MAP



