

MSEI Symbol	
Scrip code	532721
NSE Symbol	VISASTEEL
MSEI Symbol	Not Applicable
ISIN	INE286H01012
Name of the entity	VISA Steel Limited
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
Risk management committee	Not Applicable

Annexure I															
Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Disclosure of notes on composition of board of directors explanatory															
Is there any change in information of board of directors compare to previous quarter												Yes			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Vishambhar Saran	AJWPS2095L	00121501	Executive Director	Chairperson		15-12-2016			1	1	0		
2	Mr	Vishal Agarwal	ADCPA3102A	00121539	Executive Director	Not Applicable	MD	25-06-2017			1	2	0		
3	Mr	Sheo Raj Rai	ACKPR7739M	07902184	Non-Executive - Independent Director	Not Applicable		08-08-2017		36	1	1	0		
4	Mr	Pratip Chaudhuri	AAGPC0974K	00915201	Non-Executive - Independent Director	Not Applicable		01-10-2014		60	4	6	3		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Kishore Kumar Mehrotra	ACKPM1735A	02894045	Non-Executive - Independent Director	Not Applicable		12-11-2015		36	1	3	1		
6	Mrs	Rupanjana De	AGQPD2421C	01560140	Non-Executive - Independent Director	Not Applicable		26-08-2017		36	2	4	0		
7	Mr	Manas Kumar Nag	ABIPN4298A	02058292	Non-Executive - Nominee Director	Not Applicable		14-08-2015			2	0	0		
8	Mr	Manoj Kumar	ABCPK7603C	06823891	Executive Director	Not Applicable		15-09-2015			1	0	0		

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	Yes

Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	02894045	Kishore Kumar Mehrotra	Non-Executive - Independent Director	Chairperson	
2	07902184	Sheo Raj Rai	Non-Executive - Independent Director	Member	
3	00915201	Pratip Chaudhuri	Non-Executive - Independent Director	Member	

Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00915201	Pratip Chaudhuri	Non-Executive - Independent Director	Chairperson	
2	02894045	Kishore Kumar Mehrotra	Non-Executive - Independent Director	Member	
3	01560140	Rupanjana De	Non-Executive - Independent Director	Member	

Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00915201	Pratip Chaudhuri	Non-Executive - Independent Director	Chairperson	
2	00121539	Vishal Agarwal	Non-Executive - Independent Director	Member	
3	02894045	Kishore Kumar Mehrotra	Non-Executive - Independent Director	Member	

Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00121539	Vishal Agarwal	Executive Director	Chairperson	
2	02894045	Kishore Kumar Mehrotra	Non-Executive - Independent Director	Member	
3	01560140	Rupanjana De	Non-Executive - Independent Director	Member	

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	24-10-2017		
2	09-11-2017		15
3	13-11-2017		3
4		14-02-2018	92

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	14-02-2018	Yes		13-11-2017	92	
2	Stakeholders Relationship Committee	14-02-2018	Yes		13-11-2017	92	

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes of material transaction with related party			Textual Information(1)

Text Block

Material transaction for the period from 1 January 2018 to 31 March 2018

Sl no	Name of Party	Nature of Relationship as on 31-03-2018	Particulars of Contract/ Arrangement	Value (Rs Crores)*
1	VISA SUNCOKE LIMITED (Subsidiary upto 30 March 2018)	Enterprise over which relatives of KMP has significant influence	Sales and purchase of manufactured goods, Trading of raw materials and finished goods, Scraps & Capital goods, Hire or Lease of property/ plant & machinery, Rent charges, Freight, Commission, Finance charges/Interest, Shared service charges, Purchase & sale of FPS, Forex gain & loss, Reimbursement/recovery or any other transactions	29.70

Sl no	Name of Party	Nature of Relationship	Particulars of Contract/ Arrangement	Value (Rs Crores)*
1	VISA RESOURCES INDIA LIMITED	Enterprise over which relatives of KMP has significant influence	Sales and purchase of manufactured goods, Trading of raw materials and finished goods, Scraps & Capital goods, Hire or Lease of property/ plant & machinery, Rent charges, Freight, Commission, Finance charges/Interest, Shared service charges, Purchase & sale of FPS, Forex gain & loss, Reimbursement/recovery or any other transactions	0.65

Textual Information(1)

Sl no	Name of Party	Nature of Relationship	Particulars of Contract/ Arrangement	Value (Rs Crores)*
1	VISA MINMETAL LIMITED	Enterprise over which relatives of KMP has significant influence	Sales and purchase of manufactured goods, Trading of raw materials and finished goods, Scraps & Capital goods, Hire or Lease of property/ plant & machinery, Rent charges, Freight, Commission, Finance charges/Interest, Shared service charges, Purchase & sale of FPS, Forex gain & loss, Reimbursement/recovery or any other transactions	275.96

	* All the amounts are provisional and subject to audit
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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Sudhir Kumar Banthiya
2	Designation	Company Secretary and Compliance Office

Text Block

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.visasteel.com
2	Terms and conditions of appointment of independent directors	Yes		http://www.visasteel.com
3	Composition of various committees of board of directors	Yes		http://www.visasteel.com
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.visasteel.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.visasteel.com
6	Criteria of making payments to non-executive directors	Yes		http://www.visasteel.com
7	Policy on dealing with related party transactions	Yes		http://www.visasteel.com
8	Policy for determining 'material' subsidiaries	Yes		http://www.visasteel.com
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.visasteel.com

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.visasteel.com
11	email address for grievance redressal and other relevant details	Yes		http://www.visasteel.com
12	Financial results	Yes		http://www.visasteel.com
13	Shareholding pattern	Yes		http://www.visasteel.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	
2	Designation	

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Sudhir Kumar Banthiya
2	Designation	Company Secretary and Compliance Office

Signatory Details	
Name of signatory	Sudhir Kumar Banthiya
Designation of person	Company Secretary and Compliance Office
Place	Kolkata
Date	11-04-2018

