

<p>Form No. MGT-9 EXTRACT OF ANNUAL RETURN As on the financial year ended on 31.03.2018 Of VISA STEEL LIMITED [Pursuant to Section 92(3) of the Companies Act, 2013 And Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]</p>
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I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L51109OR1996PLC004601
ii)	Registration Date [DDMMYY]	10 September 1996
iii)	Name of the Company	VISA Steel Limited
iv)	Category/Sub Category of the Company	Public Company Limited by Shares
v)	Address of the Registered Office and contact details:	11 Ekamra Kanan, Nayapalli, Bhubaneswar – 751 015 Tel: + 91 674 2552 479-84 Fax: + 91 674 2554 661-62 Email: cs@visasteel.com
vii)	Whether listed Company Yes / No	Yes
viii)	Name, Address and Contact details of Registrar & Transfer Agents, if any	Karvy Computershare Private Limited, Karvy Selenium, Tower- B, Plot No 31 & 32., Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Steel & Steel product	2410	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable section of Companies Act, 2013
1	Ghotaringa Minerals Limited, No. 11, VIP Colony, Nayapalli, Bhubaneswar – 751 015	U10102OR2003PLC007348	Subsidiary	89.00%	2(87)(ii)

Sub-total (A)(1)	68,175,000	-	68,175,000	61.98	68,175,000	-	68,175,000	58.88	(3.10)
(2) Foreign									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	68,175,000	-	6,817,5000	61.98	68,175,000	-	68,175,000	58.88	(3.10)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	500,111	-	500,111	0.45	-	-	-	-	(0.45)
g) FIIs/FPIs	25,407,245	-	25,407,245	23.10	25,414,745	-	25,414,745	21.95	(1.15)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	25,907,356	-	25,907,356	23.55	25,414,745	-	25,414,745	21.95	(1.60)

2. Non-Institutions									
a) Bodies Corp.	1,023,326	-	1,023,326	0.93	807,486	-	807,486	0.70	(0.23)
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	6,546,571	5	6,546,576	5.95	7,397,456	5	7,397,461	6.39	0.44
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	7,979,683	-	7,979,683	7.25	7,783,054	-	7,783,054	6.72	(0.53)
c) IEPF	-	-	-	-	44,332	-	44,332	0.04	
Non Resident Indians	325,504	-	325,504	0.30	332,282	-	332,282	0.29	(0.01)
Overseas Corporate Bodies	-	-	-	-	-	5,789,500	5,789,500	5.00	5.00
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	42,555	-	42,555	0.04	45,640	-	45,640	0.04	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - DR	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	15,917,639	5	15,917,644	14.47	16,410,250	5,789,505	22,199,755	19.17	4.70
Total Public Shareholding(B)=(B) (1) + (B) (2)	41,824,995	5	41,825,000	38.02	41,824,995	5,789,505	47,614,500	41.12	3.10
C. Shares held by custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	109,999,995	5	110,000,000	100.00	109,999,995	5,789,505	115,789,500	100.00	0.00

ii) **Shareholding of Promoters-**

SI No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	VISA Infrastructure Limited	44,387,167	40.35	100.00	44,387,167	38.34	100.00	(2.01)
2	VISA International Limited	23,787,833	21.63	100.00	23,787,833	20.54	100.00	(1.09)
	TOTAL	68,175,000	61.98	61.98	68,175,000	58.88	58.88	(3.10)

iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Change in Promoters' Shareholding	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	VISA Infrastructure Limited				
	At the beginning of the year	44,387,167	40.35	44,387,167	40.35
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-----No Change-----			
	At the end of the year (31.03.2018)	44,387,167	38.34	44,387,167	38.34
2	VISA International Limited				
	At the beginning of the year	23,787,833	21.63	23,787,833	21.63
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-----No Change-----			
	At the end of the year (31.03.2018)	23,787,833	20.54	23,787,833	20.54

iv) **Shareholding Pattern of top ten Shareholders:(other than Directors, Promoters and Holders of GDRs and ADRs)**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	LTS Investment Fund Limited				
	At the beginning of the year	10,497,122	9.53	10,497,122	9.53
	Increase / Decrease in shareholding during the year	-----No Change-----			
	At the end of the year (31.03.2018)	10,497,122	9.07	10,497,122	9.07
2	Cresta Fund Limited				
	At the beginning of the year	9,912,036	9.01	9,912,036	9.01
	Increase / Decrease in shareholding during the year	----- No Change -----			
	At the end of the year (31.03.2018)	9,912,036	8.56	9,912,036	8.56
3	Baosteel Resources Co. Ltd., China				
	At the beginning of the year	0	0	0	0
	Increase / Decrease in shareholding during the year	5,789,500	5.00	5,789,500	5.00
	At the end of the year (31.03.2018)	5,789,500	5.00	5,789,500	5.00
4	APMS Investment Fund Limited				
	At the beginning of the year	4,998,087	4.54	4,998,087	4.54
	Increase / Decrease in shareholding during the year	-----No Change-----			
	At the end of the year (31.03.2018)	4,998,087	4.32	4,998,087	4.32
5	Narain Prasad Dalmia				
	At the beginning of the year	2,814,000	2.56	2,814,000	2.56

	Increase / Decrease in shareholding during the year	----- No Change -----			
	At the end of the year (31.03.2018)	2,814,000	2.43	2,814,000	2.43
6	Nishant Dalmia				
	At the beginning of the year	1,100,479	1.00	1,100,479	1.00
	Increase / Decrease in shareholding during the year	-----No Change-----			
	At the end of the year (31.03.2017)	1,100,479	0.95	1,100,479	0.95
7	Siddhant Dalmia				
	At the beginning of the year	1,100,000	1.00	1,100,000	1.00
	Increase / Decrease in shareholding during the year	-----No Change-----			
	At the end of the year (31.03.2018)	1,100,000	0.95	1,100,000	0.95
8	Vedant Dalmia				
	At the beginning of the year	1,100,000	1.00	1,100,000	1.00
	Increase / Decrease in shareholding during the year	-----No Change-----			
	At the end of the year (31.03.2018)	1,100,000	0.95	1,100,000	0.95
9	Gita Devi Dalmia				
	At the beginning of the year	584,440	0.53	584,440	0.53
	Increase / Decrease in shareholding during the year	277,072	0.24	277,072	0.24
	At the end of the year (31.03.2018)	861,512	0.74	861,512	0.74
10	Indianivesh Securities Limited				
	At the beginning of the year	0	0	0	0
	Increase / Decrease in shareholding during the year	214,849	0.18	214,849	0.18
	At the end of the year (31.03.2018)	214,849	0.18	214,849	0.18

v) **Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
A	Directors				
1	<u>Mr. Vishambhar Saran</u>				
	At the beginning of the year	NIL			
	Increase / Decrease in shareholding during the year				
	At the end of the year (31.03.2018)				
2	<u>Mr. Vishal Agarwal</u>				
	At the beginning of the year	NIL			
	Increase / Decrease in shareholding during the year				
	At the end of the year (31.03.2018)				
3	<u>Mr. Kishor Kumar Mehrotra</u>				
	At the beginning of the year	NIL			
	Increase / Decrease in shareholding during the year				
	At the end of the year (31.03.2018)				
4	<u>Mr. Pratip Chaudhuri</u>				
	At the beginning of the year	NIL			
	Increase / Decrease in shareholding during the year				
	At the end of the year (31.03.2018)				
5	<u>Mr. Manas Kumar Nag</u>				
	At the beginning of the year	NIL			
	Increase / Decrease in shareholding during the year				

	At the end of the year (31.03.2018)				
6	Mr. Sheo Raj Rai				
	At the beginning of the year	NIL			
	Increase / Decrease in shareholding during the year				
	At the end of the year (31.03.2018)				
7	Ms. Rupanjana De				
	At the beginning of the year	NIL			
	Increase / Decrease in shareholding during the year				
	At the end of the year (31.03.2018)				
8	Mr. Manoj Kumar				
	At the beginning of the year	3700	0.00	3700	0.00
	Increase / Decrease in shareholding during the year				
	At the end of the year (31.03.2018)	3700	0.00	3700	0.00

SN	Shareholding of each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
A	Key Managerial Personnel				
1	<u>Mr. Manoj Kumar Digga</u>				
	At the beginning of the year	NIL			
	Increase / Decrease in shareholding during the year				
	At the end of the year (31.03.2018)				
2	<u>Mr. Sudhir Kumar Banthiya</u>				

	At the beginning of the year	NIL
	Increase / Decrease in shareholding during the year	
	At the end of the year (31.03.2018)	

vi) **INDEBTEDNESS –**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs.in lacs)

	Secured loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	35,793,742,405	1,585,000,884	-	37,378,743,289
ii) Interest accrued	4,182,229,660	-	-	4,182,229,660
Total (i+ii)	39,975,972,066	1,585,000,884	-	41,560,972,950
Change in Indebtedness during the financial year				
* Addition	120,000,000	-	-	120,000,000
* Reduction	582,279,295	446,929,135	-	1,029,208,430
Net Change	(462,279,295)	(446,929,135)	-	(909,208,430)
Indebtedness at the end of the financial year				
i) Principal Amount	35,155,151,711	1,138,071,749	-	36,293,223,460
ii) Interest accrued	4,358,541,060	-	-	4,358,541,060
Total (i+ii)	39,513,692,771	1,138,071,749	-	40,651,764,520

vii) **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(in Rs)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Vishambhar Saran, Wholetime Director designated as Chairman	Mr. Vishal Agarwal, Vice Chairman & Managing Director	Mr. Manoj Kumar, Wholetime Director designated as Director (Kalinganagar)	

1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15,060,000	14,857,800	7,844,317	37,762,117
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39,600	1,079,795	-	1,119,395
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-		-
2	Stock Option	-	-		-
3	Sweat Equity	-	-		-
4	Commission - as % of profit - others, specify	-	-		-
5	Others, please specify				
	Vehicle Reimbursement	-	-		-
	Performance Bonus	-	-		
	Total (A)	15,099,600	15,937,595	7,844,317	38,881,512
	Ceiling as per the Act	In accordance with Companies Act, 2013			

B. Remuneration to other Directors

Sl. No.	Name of the Director	Sitting Fees (in Rs)	Commission (in Rs)	Total (in Rs)
	<u>Independent Director</u>			
1	Mr. Pratip Chaudhuri	270,000	-	270,000
2	Mr. Kishore Kumar Mehrotra	370,000	-	370,000
3	Ms. Rupanjana De	160,000	-	160,000
4	Mr. Sheo Raj Rai	200,000	-	200,000
5	Ms. Ramya Hariharan	10,000	-	10,000
	Sub Total (A)	1,010,000	-	1,010,000
	<u>Non Executive Director</u>			
1	Mr. M.K.Nag	160,000	-	160,000

	Sub Total (B)	160,000	-	160,000
	TOTAL (A) + (B)	1,170,000	-	1,170,000
	Overall Ceiling as per the Act	In accordance with Companies Act, 2013		

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (in Rs.)
		Mr. Manoj Kumar Digga (Chief Financial Officer)	Mr. Sudhir Kumar Banthiya (Company Secretary)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,060,349	1,366,937	14,427,286
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-		-
3	Sweat Equity	-		-
4	Commission			-
	- as % of profit	-		
5	Others, please specify			-
	Vehicle Reimbursement	-		-
	Performance Bonus	-		-
	Total	13,060,349	1,366,937	14,427,286

viii) **PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					

Penalty	NIL
Punishment	
Compounding	
B. DIRECTORS	
Penalty	NIL
Punishment	
Compounding	
C. OTHER OFFICERS IN DEFAULT	
Penalty	NIL
Punishment	
Compounding	