

VISA STEEL LIMITED

CIN: L51109OR1996PLC004601

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

Odisha, Phone: (+91-674) 255 2479, Fax: (+91-674) 255 4661

Corporate Office: VISA House, 8/10 Alipore Road, Kolkata 700 027

Phone: (+91-33) 3011 9000, Fax: (+91-33) 3011 9002

Website: www.visasteel.com

Email ID for registering Investor Grievances: cs@visasteel.com

NOTICE OF THE 24th ANNUAL GENERAL MEETING, BOOK CLOSURE AND REMOTE E-VOTING INFORMATION

NOTICE is hereby given that the 24th Annual General Meeting ("AGM") of the members of VISA Steel Limited ("Company") will be held on Tuesday, 22nd December, 2020 at 1200 Hours through Video Conference (VC) / Other Audio Visual Means ("OAVM") in compliance with Section 96 of the Companies Act, 2013 ('the Act') and other applicable provisions of the Act read with relevant rules thereof and in accordance with the General Circular No. 14/2020 dated 8 April 2020, Circular No. 17/2020 dated 13 April 2020 and Circular No. 20/2020 dated 5 May 2020 issued by the Ministry of Corporate Affairs and other applicable circulars issued by the Securities and Exchange Board of India (SEBI) ("the Circulars") for which purpose Registered Office situated at 11, Ekamra Kanan, Nayapalli, Bhubaneswar 751015 shall be deemed as venue for the meeting. The AGM shall transact the business(es) as set forth in the Notice convening the 24th AGM.

Notice is further given that pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 15 December 2020 to Tuesday, 22 December 2020 (both days inclusive). In terms of the Circulars, the notice of AGM along with the copy of Annual Report for the Financial Year 2019-20 have been sent in electronic mode to members whose e-mail IDs are registered with the Company or with the depository participants on 27 November 2020, to those shareholders whose name appeared in the Register of Members as on 6 November 2020.

Pursuant to the provisions of Section 108 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment for the time being in force), the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, as amended from time to time, the Company is pleased to provide to its members facility to exercise their right to vote on resolution(s) proposed to be passed at the AGM, by electronic means ("E-voting or Remote E-voting"). The process and manner of E-voting have been mentioned in relevant notes to the Notice convening the AGM. The Company has availed the services of KFin Technologies Private Limited ("KFin") to provide the remote E-voting facilities.

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 - KFin & in respect of shares held in Electrical Demat form; members contact their respective Depository Participant. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address and email IDs to their respective Depository Participants only. The Company or its RTA i.e. KFin Technologies Private Limited, cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to inform the particulars of their bank account for receiving dividend directly through the Electronic Clearing Service (ECS) or any other means, change of postal address and email IDs to our RTA i.e. KFin Technologies Private Limited (Unit: VISA Steel Limited), Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.

Members may note that the Notice of the AGM and Annual Report 2019-20 will also be available on the Company's website www.visasteel.com and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited at URL: <https://evoting.karvy.com/>. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of e-voting to all the members as per applicable Regulations relating to e-voting. The complete instruction on e-voting facility provided by the Company is annexed to this Notice, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by e-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.

All the members are hereby informed that the Ordinary and Special Business, as set out in the notice of 24th AGM will be transacted through voting by electronic means only. The detailed instructions for remote e-voting during the AGM are given in the notice of the AGM; members are requested to note the following:

a) The remote e-voting will commence on Saturday, 19 December, 2020 at 0900 a.m. and end on Monday, 21 December, 2020 at 0500 p.m. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period. The facility for e-voting will also be made available during the AGM for the members who attend the meeting and have not cast their votes by e-voting earlier.

b) The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date (i.e) 15 December 2020. Any person who acquires shares of the Company and becomes a member of the Company after sending of Annual Report and Notice of the AGM electronically and holding shares on the cut-off date (i.e) 6 November 2020, may obtain login ID and password by writing to the Registrar and Transfer agent of the Company at its e-mail ID suresh.d@kfintech.com.

The Company has appointed CS Debendra Raut, Practicing Company Secretary, (Membership No. A16626/CP 5232) of M/s. D Raut & Associates, Company Secretaries as Scrutiniser to scrutinise the e-voting process in fair and transparent manner. The Scrutiniser shall after conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting and shall make Consolidated Scrutiniser Report of the votes cast in favour or against, if any and submit the same to the Chairman or person authorised by him in writing, who shall countersign the same and declare the result of the voting therewith. The Results shall be declared within 48 hours of the conclusion of AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution.

Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Private Limited at toll free number 1800-345-4001 or write at evoting@kfintech.com.

For VISA Steel Limited

Sd/-

Sudhir Kumar Banthiya
(Company Secretary)

Place: Kolkata

Date : 27 November 2020