

VISA STEEL LIMITED

VISA STEEL

CORPORATE OFFICE
VISA HOUSE,
8/10, ALIPORE ROAD
KOLKATA - 700 027
Tel : +91-33-3011 9000
Fax : +91-33-3011 9002
Website: www.visasteel.com
CIN NO : L51109OR1996PLC004

31 May 2017

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers 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	Securities and Exchange Board of India Plot No.C4-A, 'G' Block Bandra-Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra
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Sub: Updates on the Scheme of Amalgamation of VISA BAO Limited with VISA Steel Limited

Dear Sir/ Madam,

Please find enclose copy of the advertisement published by the Company in the "Times of India", English daily and "The Samaja", Odiya daily, pursuant to the order of the Hon'ble National Company Law Tribunal, Kolkata Bench.

You are requested to kindly take this on record.

Thanking You,

Yours truly,
For VISA Steel Limited

Sudhir Kumar Banthiya

Sudhir Kumar Banthiya
Company Secretary &
Compliance Officer



Encl: As stated above

VISA Steel Limited
CIN: L51109OR1996PLC004601
Regd Office: 11 Ekamara Kanan, Nayapalli, Bhubaneswar-751015
Tel : + 91 674 2552 479-84 Website: www.visasteel.com
FORM NO. CAA. 2 [Pursuant to section 230 (3) and rules 6 and 7)]
BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH
Company Application No. 106 of 2017

In the Matter of :-
The Companies Act, 2013;
And
In the Matter of :-
Sections 230 read with Section 232 of the Companies Act, 2013;
And
In the Matter of :-
Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
And
In the Matter of :-

1. VISA Steel Limited, a Company incorporated under the provisions of the Companies Act, 1956 and a Company within the meaning of the Companies Act 2013, having its registered office at '11 Ekamara Kanan', Nayapalli, Bhubaneswar-751015 within the aforesaid jurisdiction;
2. VISA BAO Limited, a Company incorporated under the provisions of the Companies Act, 1956 and a Company within the meaning of the Companies Act 2013, having its registered office at 'VISA House' 11 Ekamara Kanan, Nayapalli, Bhubaneswar-751015, within the aforesaid jurisdiction;

And
In the matter of:-
1. VISA Steel Limited;
2. VISABAO Limited;Applicants

Notice of the meeting of Equity Shareholders and Unsecured
Creditors of the Applicant Companies

Notice is hereby given that by an Order dated 11 May, 2017, the Kolkata Bench of Hon'ble National Company Law Tribunal has directed that separate meetings to be held of the 'Equity Shareholders' and 'Unsecured Creditors' of VISA Steel Limited, the Transferee Company and VISA BAO Limited, the Transferor Company on 30.06.2017 at 'VISA HOUSE', 11 Ekamara Kanan, Nayapalli, Bhubaneswar 751015, Odisha for the purpose of considering, and if thought fit, approving with or without modification(s), the amalgamation proposed to be made between the above stated Transferor Company with Transferee Company and their respective Shareholders.

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of: (i) 'Equity Shareholders' of VISA Steel Limited will be held at 'VISA House', 11 Ekamara Kanan, Nayapalli, Bhubaneswar-751-015, Odisha (herein after referred as 'the Venue') on 30.06.2017 at 12:00 P.M. and its 'Unsecured Creditors' at 'the Venue' on 30.06.2017 at 1:00 P.M. (ii) 'Equity Shareholders' of VISA BAO Limited will be held at 'the Venue' on 30.06.2017 at 2:00 P.M. and its 'Unsecured Creditors' on 30.06.2017 at 3:00 P.M. at which time and place the said equity shareholders and unsecured creditors are requested to attend.

Copies of the said scheme of amalgamation, and of the statement under section 230 can be obtained free of charge at the registered office of the company mentioned above or at the office of its Advocates M/s Khaitan & Co, Emerald House, 1B, Old Post Street, Kolkata-700001. Persons entitled to attend and vote at the respective meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the company or its Advocate mentioned above not later than 48 hours before the meeting. Forms of proxy can be had at the registered office of the Company or its Advocate Office. As per Order, Shareholders of VISA Steel Limited have been given option to vote on the resolution by way of postal ballot or through remote E-voting facility provided by Karvy Computershare Pvt. Ltd. and in this regard, the shareholders may note that:

- (i) on 29.05.2017 the Company has completed dispatch of Notice of the Meeting setting out draft of the Resolution with annexures thereto including Postal Ballot Form & self-addressed Business Reply envelope to all Equity shareholders (as at the cut-off date of 19 May 2017) at their registered address in permitted mode & electronically to those Equity shareholders who have registered their mail ID with the registrar & share transfer agent of the company or Depository participants on 19.05.2017.
- (ii) Those who become Members of the Company on or after 19.05.2017 (being the date of benpos based on which Notice has been dispatched to the shareholders) but before the cut-off date i.e. 29.06.2017 may request for User ID and password for E-Voting purpose to Karvy Computershare at their mail ID: suresh.d@karvy.com.
- (iii) Notice, Postal Ballot Form of the said meeting is also available for download at the company's website www.visasteel.com and also website of Registrar & Share Transfer Agent Karvy Computershare Pvt. Ltd. www.karvy.com or can seek duplicate Postal Ballot Form by mailing to Karvy at Karvy Computershare Pvt. Ltd "Karvy Selenium Tower B", 6th Floor Plot No. 31 & 32 Gachibowli, Financial District, Nanakramguda Serilingampally, Hyderabad-500032 Telangana, or emailing to Mail ID: suresh.d@karvy.com
- (iv) The e-voting period shall commence on Wednesday 31 May, 2017 at 9:00 A.M. and shall end on Thursday 29 June 2017 at 5:00 P.M. The remote e-Voting will be disabled thereafter. Shareholders may cast their vote by way of postal ballot by delivering duly filled & signed Postal Ballot Form on or before 5:00 P.M. Thursday 29 June 2017. Any responses, whether by ballot or electronic vote, received after this date & time will be treated as if the same has not been received.
- (v) The shareholders can opt for any one mode of voting. In case, shareholder(s) cast vote by sending physical form as well as vote through E-Voting, then voting done through physical postal ballot shall be treated as invalid and voting done by E-Voting shall be treated as valid.
- (vi) Members may go through the instructions attached with the Notice or in case of any query, may refer to the Company's website www.visasteel.com or contact the Company Secretary at the email id cs@visasteel.com Tel.: 033 3011 9000 or Fax: 033 3011 9002, who will address the shareholder's grievances connected with e-voting.

The Tribunal has appointed Ms. Shreya Choudhary, Advocate as the Chairperson of the said Meetings. The above mentioned amalgamation, if approved at the meeting, will be subject to the subsequent approval of the tribunal.

Dated this Day 29th day of May, 2017

Sd/-
Shreya Choudhary
Chairperson appointed for the Meeting



VISA Steel Limited

CIN: L51109OR1996PLC004601

Regd Office: 11 Ekamara Kanan, Nayapalli, Bhubaneswar-751015

Tel : + 91 674 2552 479-84 Website: www.visasteel.com

FORM NO. CAA. 2 [Pursuant to section 230 (3) and rules 6 and 7]]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH

Company Application No. 106 of 2017

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And

In the Matter of :-
Sections 230 read with Section 232 of the Companies Act, 2013;

And

In the Matter of :-
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1. VISA Steel Limited, a Company incorporated under the provisions of the Companies Act, 1956 and a Company within the meaning of the Companies Act 2013, having its registered office at '11 Ekamara Kanan', Nayapalli, Bhubaneswar-751015 within the aforesaid jurisdiction;

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Copies of the said scheme of amalgamation, and of the statement under section 230 can be obtained free of charge at the registered office of the company mentioned above or at the office of its Advocates M/s Khaitan & Co, Emerald House, 1B, Old Post Street, Kolkata-700001. Persons entitled to attend and vote at the respective meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the company or its Advocate mentioned above not later than 48 hours before the meeting. Forms of proxy can be had at the registered office of the Company or its Advocate Office. As per Order, Shareholders of VISA Steel Limited have been given option to vote on the resolution by way of postal ballot or through remote E-voting facility provided by Karvy Computershare Pvt. Ltd. and in this regard, the shareholders may note that:

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The Tribunal has appointed Ms. Shreya Choudhary, Advocate as the Chairperson of the said Meetings. The above mentioned amalgamation, if approved at the meeting, will be subject to the subsequent approval of the tribunal.

Dated this Day 29th day of May, 2017

Sd/-
Shreya Choudhary
Chairperson appointed for the Meeting

