

30 May 2022

BSE Limited 25 Floor P J Towers Dalal Street, Mumbai 400 001 <u>BSE Scrip Code: 532721</u>	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block Bandra – Kurla Complex, Bandra (E) Mumbai 400 051 <u>NSE SYMBOL: VISASTEEL</u>
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Sub: **Outcome of Board Meeting - Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

Please be informed that the Board of Directors of the Company, at its Meeting held on Monday, 30 May 2022 has *inter-alia*:

1. Approved the Audited Standalone and Consolidated Financial Results of the Company for the financial year ended 31 March 2022, in the specified format along with the Auditors' Report thereon, pursuant to the provisions of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to SEBI Circular No. CIR/CFD/CMD/56/2016 dated 27 May 2016, the Company hereby declares that the Statutory Auditors, M/s Singhi & Co., Chartered Accountants, have issued the Audit Reports on the Standalone and Consolidated Financial Results of the Company for the financial year ended on 31 March 2022 with modified opinion. The Statement on Impact of Audit Qualification is enclosed.

The Copy of Audited Standalone and Consolidated Financial Results of the Company for the financial year ended 31 March 2022, in the specified format along with the Auditors' Report thereon is enclosed as Annexure – 'A'.

2. In terms of Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we wish to inform you that as per provisions of Section 139(2) of the Companies Act, 2013 and rules made thereunder the Board of Directors, on recommendation of the Audit Committee, in its meeting held on 30th May, 2022, has recommended to the shareholders the re-appointment of M/s. Singhi & Co., Chartered Accountants (FRN - 302049E) as Statutory Auditors of the Company for a second term of 5 years. In connection

VISA Steel Limited
(CIN:L51109OR1996PLC004601)



with the above, please find attached our disclosure in terms of the SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 marked as Annexure – 'B'.

The Meeting commenced at 1730 Hours and concluded at ~~19.45~~ 19.45 Hours.

This is for your information.

Thanking You,

For VISA Steel Limited

Amisha Chaturvedi



Amisha Chaturvedi
Company Secretary &
Compliance Officer
F11034

Annexure – ‘B’

Reason for change viz appointment, resignation, removal, death or otherwise (re-appointment)	Re-appointment.
Date of appointment/cessation/ reappointment (as applicable)	From the conclusion of the 26 th Annual General Meeting till the conclusion of 31 st Annual General Meeting to be held in the year 2027.
Brief Profile (in case of appointment/ re-appointment)	Singhi & Co. has been in the profession for over 80 years and is one of the well reputed audit firms in the country. They provide varied services which include assurance, risk advisory, taxation, corporate finance etc. They serve multiple listed companies and have tremendous experience in the field of audit. Singhi & co. has over 26 partners with 8 offices across the company. They are the Indian members of “Moore Global network”.



Independent Auditor's Report on Audit of Annual Standalone Financial Results of VISA Steel Limited pursuant to regulation 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, as amended.

To,
The Board of Directors,
VISA Steel Limited
VISA HOUSE
8/10 Alipore Road
Kolkata – 700 027

Qualified Opinion

1. We have audited the accompanying standalone annual financial results of **VISA Steel Limited** (hereinafter referred to as the "Company") for the year ended March 31, 2022, and the standalone statement of assets and liabilities and standalone statement of cash flows as at and for the year ended on that date, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of matter referred to in Basis of Qualified Opinion paragraph 2 below, the aforesaid standalone financial results:

- a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- b. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act 2013 (the Act), and other accounting principles generally accepted in India, of the net loss and other comprehensive income and other financial information of the Company for the year ended March 31, 2022 and the standalone statement of assets and liabilities and the standalone statement of cash flows as at and for the year ended on that date.

Basis for Qualified Opinion

2. We draw attention to Note 4 of the accompanying results with regard to non-recognition of interest expense on the borrowings of the Company. The accumulated interest not provided as on March 31, 2022 is Rs.8,496.93 million (including Rs.1,459.69 million for FY 2016-17, Rs.1,552.29 million for FY 2017-18, Rs.1,465.46 million for FY 2018-19, Rs.1,443.39 million for FY 2019-20, Rs.1,286.83 million for FY 2020-21, Rs.320.38 million and Rs.1,289.27 million for the quarter and year ended March 31, 2022 respectively) which is not in accordance with the requirement of Ind AS 23: 'Borrowing Cost' read with Ind AS 109: 'Financial Instruments'.



Had the aforesaid interest expense been recognized, finance cost for the quarter and year ended March 31, 2022 would have been Rs.382.84 million and Rs.1,528.99 million instead of the reported amount of Rs.62.46 million and Rs.239.72 million respectively. Total expenses for the quarter and year ended March 31, 2022 would have been Rs.2,693.07 million and Rs.9,747.31 million instead of the reported amount of Rs.2,372.69 million and Rs.8,458.04 million. Net loss after tax for the quarter and year ended March 31, 2022 would have been Rs.396.28 million and Rs.1,814.96 million instead of the reported amount of Rs.75.90 million and Rs.525.69 million. Total Comprehensive Income for the quarter and year ended March 31, 2022 would have been Rs.(386.94) million and Rs.(1,815.28) million instead of the reported amount of Rs.(66.56) million and Rs.(526.01) million, other equity would have been Rs.(12,743.77) million against reported Rs.(4,246.84), other current financial liability would have been Rs.10,562.84 million instead of reported amount of Rs.2,065.91 million and Loss per share for the quarter and year ended March 31, 2022 would have been Rs.3.42 and Rs.15.67 instead of the reported amount of Rs.0.66 and Rs.4.54.

The above reported interest has been calculated using Simple Interest rate.

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone financial results* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial results under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone annual financial results.

Material Uncertainty Relating to Going Concern

4. We draw attention to Note - 3 and 6 to the standalone financial results regarding the preparation of the statement on a going concern basis, for the reason stated therein. The Company has accumulated losses and has also incurred losses during the year ended March 31, 2022. As on date, the Company's current liabilities are substantially higher than its current assets and the Company's net worth has also been fully eroded.

State Bank of India (SBI), a financial creditor had filed an application before National Company Law Tribunal (NCLT) Kolkata Bench for initiating Corporate Insolvency Resolution Process (CIRP) under Insolvency and Bankruptcy Code (IBC), which was dismissed by NCLT. SBI preferred an appeal before National Company Law Appellate Tribunal (NCLAT) New Delhi which has directed the NCLT to restore the application and proceed further in accordance with law. The order of NCLAT has been challenged by the Company in the Hon'ble Supreme Court by way of a Civil Appeal and the same has been admitted on September 9, 2021. Oriental Bank of Commerce, since merged with Punjab National Bank, has also filed an application before NCLT for initiating CIRP under IBC against the Company.

These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as going concern and therefore it may be unable to realise its assets and discharge its liabilities including potential liabilities in the normal course of business. All the assets including non-current assets and liabilities are still being carried at their book value except Capital Work in Progress which has been restated at its recoverable value in the previous year. The appropriateness of assumption of going concern, and evaluation of recoverable value of its non-current assets is critically dependent upon the debt resolution of the Company which is under process, the Company's ability to raise requisite finance, generate cash flows in future to meet its obligations and to earn profits in future. The ability of the Company to continue as a going concern is solely dependent on the successful outcome of these conditions, which are not wholly within the control of the Company.

The Management of the Company has prepared the statement on going concern basis based on their assessment of the successful outcome of the debt resolution which will enhance the Company's viability till then the company's operations continue under conversion arrangement.

Our opinion is not qualified in respect to the above matter.



Emphasis of Matter

5. We draw attention to the following matter :-

Refer Note 5 to the Statement regarding accounting for transfer of Special Steel Undertaking, pursuant to the Scheme of Arrangement ("the scheme") approved by the National Company Law Tribunal vide its order dated July 8, 2019, (NCLT Order) all the assets and liabilities of the Special Steel Undertaking of VISA Steel Limited ("transferor Company" or "the Company") has been transferred to and vested in VISA Special Steel Limited, (a wholly owned step down subsidiary) ("VSSL" or "transferee Company") at their respective book values on a going concern basis from April 1, 2013 being the appointed date. Effective date of the scheme is July 13, 2019 being the date on which certified copy of the order sanctioning the said scheme is filed with the Registrar of Companies, Cuttack.

On January 17, 2020, Hon'ble Supreme Court of India vide its ex-parte order in Civil Appeal No. 56 of 2020 filed by State Bank of India, has ordered issuance of notice and in the meanwhile stayed the aforesaid NCLT Order. The NCLT Order had been given effect to and stood implemented by the Company prior to January 17, 2020.

To give the impact of the sanctioned scheme, the Standalone Financial Statement of the Company for the year ended March 31, 2019 were revised and the same were approved by the Board of Directors in their meeting held on October 18, 2019 and audited by us on which we have issued our audit report dated October 18, 2019 and same were approved by the members in their meeting held on December 23, 2019. In compliance to the sanctioned schemes, the Company has transferred various income, expenses, assets and liabilities related to special steel undertaking to VSSL from 1st April 2013 resulting in accumulated receivable of Rs.3,962.58 million from VSSL as on March 31, 2022 (previous year Rs.3,776.91 million). Since the matter is pending with Hon'ble Supreme Court, the impact of the sanctioned scheme considered as above on financial statements including aforesaid receivable from a subsidiary VSSL is dependent on the final judgment of the Hon'ble Supreme Court.

Our opinion is not qualified in respect to the above matter.

Management's Responsibilities for the Standalone Annual Financial Results

6. These Standalone annual financial results have been prepared on the basis of the standalone annual financial statements.

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial results that give a true and fair view of the state of affairs, loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing this standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.



Auditor's Responsibilities for the Audit of the Standalone Financial Results

7. Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls. (Refer paragraph 11 below).
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
 - Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
8. Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
9. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



Other Matter

10. The figures for the quarter ended March 31, 2022 and the corresponding quarter ended in the previous year as reported in the standalone financial results are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the current and previous financial year respectively. Also, the figures up to the end of the third quarter had only been reviewed and not subjected to audit.
11. The standalone annual financial results dealt with by this report has been prepared for the express purpose of filing with stock exchanges. These results are based on and should be read with the audited standalone financial statements of the Company for the year ended March 31, 2022 on which we issued a Qualified Opinion vide our report dated May 30, 2022.

Our opinion is not qualified in respect of above matters.



For Singhi & Co.
Chartered Accountants
Firm's Registration No.302049E

(Pradeep Kumar Singhi)
Partner

Membership No. 050773

UDIN: 22050773AJWXGG3410

Place:Kolkata

Date:May 30, 2022

VISA STEEL

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

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website: www.visasteel.com

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

Statement of Standalone Audited Financial Results for the Quarter and Year Ended 31 March 2022

(Rs in Million Except EPS)

Sl. No.	Particulars	Quarter Ended			Year Ended	
		31 March 2022	31 December 2021	31 March 2021	31 March 2022	31 March 2021
		Audited	Unaudited	Audited	Audited	Audited
I	Revenue from operations	2,296.51	2,097.10	1,939.11	7,920.03	6,111.19
II	Other Income	0.28	2.17	2.85	12.32	5.23
III	Total Income (I + II)	2,296.79	2,099.27	1,941.96	7,932.35	6,116.42
IV	Expenses					
	Cost of materials consumed	1,404.62	1,301.90	922.70	4,500.51	3,150.94
	Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	3.31	(0.02)	82.08	36.53	16.91
	Employee Benefit Expenses	63.62	72.38	75.56	284.76	267.49
	Finance Costs	62.46	62.08	54.34	239.72	196.06
	Depreciation and amortization expense	114.00	116.70	114.54	462.62	465.16
	Other expenses	724.68	671.83	765.42	2,933.91	2,771.16
	Total expenses (IV)	2,372.69	2,224.87	2,014.64	8,458.05	6,867.72
V	Profit/(Loss) before exceptional items and tax (III-IV)	(75.90)	(125.60)	(72.68)	(525.70)	(751.30)
VI	Exceptional items	-	-	2,151.17	-	2,151.17
VII	Profit/(Loss) before tax (V-VI)	(75.90)	(125.60)	(2,223.85)	(525.70)	(2,902.47)
VIII	Tax Expenses					
	1) Current Tax	-	-	-	-	-
	2) Deferred Tax	-	-	-	-	-
IX	Profit / (Loss) for the period (VII-VIII)	(75.90)	(125.60)	(2,223.85)	(525.70)	(2,902.47)
X	Other comprehensive income					
	A (i) Items that will not be reclassified to profit or loss	9.34	(3.22)	(8.64)	(0.32)	(12.88)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
	B (i) Items that will be reclassified to Profit or Loss	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
XI	Total Comprehensive Income for the period (IX+X)	(66.56)	(128.82)	(2,232.49)	(526.02)	(2,915.35)
XII	Paid up equity Share Capital (face value of Rs.10/- each)	1,157.90	1,157.90	1,157.90	1,157.90	1,157.90
XIII	Other Equity				(4,246.84)	(3,720.82)
XIV	Earnings per equity share (of Rs. 10/- each)					
	1) Basic	(0.66)	(1.08)	(19.21)	(4.54)	(25.07)
	2) Diluted	(0.66)	(1.08)	(19.21)	(4.54)	(25.07)



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Statement of Standalone Assets and Liabilities as on 31 March 2022

(Rs. In Million)

Sl. No.	Particulars	As at 31 March 2022 Audited	As at 31 March 2021 Audited
	ASSETS		
1)	Non-current Assets		
(a)	Property, Plant and Equipment including ROU Assets	9,884.45	10,296.25
(b)	Capital Work-in-Progress	387.50	387.50
(c)	Intangible Assets	0.49	1.09
(d)	Financial Assets		
(i)	Investments	42.93	42.93
(ii)	Other Financial Assets	14.99	16.29
(e)	Deferred Tax Assets (Net)	-	-
	Total Non-Current Assets	10,330.36	10,744.06
2)	Current Assets		
(a)	Inventories	121.58	193.89
(b)	Financial Assets		
(i)	Cash and Cash Equivalents	105.28	80.94
(ii)	Bank Balances [Other than (i) above]	20.80	20.70
(iii)	Others Financial Assets	0.61	0.82
(c)	Current Tax Assets (Net)	98.45	84.79
(d)	Other Current Assets	4,230.28	4,131.07
	Total Current Assets	4,577.00	4,512.21
	Total Assets	14,907.36	15,256.27
	EQUITY AND LIABILITIES		
	Equity		
(a)	Equity Share capital	1,157.90	1,157.90
(b)	Other Equity	(4,246.84)	(3,720.82)
	LIABILITIES	(3,088.94)	(2,562.92)
1)	Non-current Liabilities		
(a)	Financial Liabilities		
	Lease Liabilities	454.10	461.32
(b)	Provisions	41.73	46.29
	Total Non Current Liabilities	495.83	507.61
2)	Current Liabilities		
(a)	Financial Liabilities		
(i)	Borrowings	13,473.14	13,472.36
(ii)	Lease Liabilities	27.59	23.05
(iii)	Trade Payables due to		
	- Micro and Small Enterprises	-	-
	- Other than Micro and Small Enterprises	281.07	473.91
(iv)	Other Financial Liabilities	2,065.91	2,092.33
(b)	Other Current Liabilities	1,644.29	1,241.42
(c)	Provisions	8.47	8.51
	Total Current Liabilities	17,500.47	17,311.58
	Total Equity and Liabilities	14,907.36	15,256.27



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Statement of Standalone Cash Flows for the year ended 31 March 2022

(Rs. In Million)

Sl. No.	Particulars	Year Ended 31 March 2022 Audited	Year Ended 31 March 2021 Audited
(A)	Cash flow from operating activities		
	Profit/(Loss) before tax for the period	(525.70)	(2,902.47)
	Adjustments to reconcile profit before tax for the period to net cash flows:		
	Depreciation and Amortization expenses	462.62	465.16
	Finance costs	86.38	88.40
	Amortisation of Processing Charges	0.78	0.67
	Allowance for doubtful debts, advances etc. no longer required written back	(0.34)	5.24
	Liabilities no longer required written back	(31.45)	(69.33)
	Loss on Assets retirement/write off	4.65	362.52
	Adjustments for exceptional items	-	2,151.17
	Interest income classified as investing cash flows	(0.62)	(2.68)
	(Gain)/Loss on sale of Property, Plant and Equipment	(1.68)	-
	Other non- cash items	35.30	10.79
	Operating Profit/ (Loss) before changes in operating assets and liabilities	29.94	109.47
	Working Capital adjustments:		
	Increase/(Decrease) in trade payable and current liabilities	150.93	241.76
	(Increase)/Decrease in Inventories	72.31	(21.34)
	(Increase)/decrease in other non current/current assets	(97.46)	(168.31)
	Cash flow from operation	155.72	161.58
	Income Taxes (paid)/ refund	(13.66)	(2.68)
	Net cash flow from operating activities	142.06	158.90
(B)	Cash flows from investing activities		
	Payment for acquisition of property, plant and equipment and intangible assets	(37.72)	(0.44)
	Proceeds from sale of property, plant and equipment and intangible assets	5.85	-
	Interest received	0.62	3.77
	Net cash flow from investing activities	(31.25)	3.33
(C)	Cash flow from financing activities		
	Payments of long-term borrowings	-	(18.29)
	Payments of short-term borrowings	-	(0.39)
	Lease Payment (As per Ind AS 116)	(74.90)	(73.03)
	Finance Cost paid	(11.57)	(53.10)
	Net cash flow from financing activities	(86.47)	(144.81)
	Total net increase(+) / decrease(-) in cash and cash equivalents	24.34	17.42
	Cash and cash equivalent at the beginning of the period	80.94	63.52
	Cash and cash equivalent at the end of the period	105.28	80.94

The above Standalone Cash Flow statement has been prepared under the "Indirect method" as set out in Indian Accounting Standard (Ind AS) 7- Statement of Cash Flows.

(Rs. In Million)

Particulars	As at	As at
	31 March	31 March
	2022	2021
	Audited	Audited
Current Account	105.11	80.77
Cash on hand	0.17	0.17
Closing Cash & Cash Equivalent	105.28	80.94



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Notes :

- 1 The above financial results have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on 30 May 2022.
- 2 The Company is in the business of Ferro Alloys and hence has only one reportable operating segment as per Ind AS 108 "Operating Segments".
- 3 The Company has incurred net loss during the quarter and year ended 31 March 2022 which has adversely affected the net worth of the Company. The Company's financial performance has been adversely affected due to non-availability of working capital for operations, and other external factors beyond the Company's control. It is expected that the overall financial health of the Company would improve after debt resolution and improvement in availability of working capital. Accordingly, the Company has prepared the financial results on the basis of going concern assumption. The statutory auditors have also drawn attention to the above matter without qualifying their opinion in their Audit Report.
- 4 The secured debt of the Company has been categorised as Non-Performing Assets (NPA) by the lenders effective 11 July 2012 and accordingly, the Company has stopped providing further interest in its books effective 1 April 2016. The amount of interest expenses not provided for is estimated at Rs. 320.38 Million for the quarter ended 31 March 2022 and the accumulated amount of interest not provided as on 31 March 2022 is estimated at Rs. 8,496.93 Million. The statutory auditors have qualified their Audit Report in respect of this matter.
- 5 Pursuant to sanction of the Scheme of Arrangement by National Company Law Tribunal (NCLT), Cuttack Bench vide its Order dated 8 July 2019 (NCLT Order) and filing of the certified copy thereof with the Registrar of Companies, Cuttack on 13 July 2019, the Scheme of Arrangement became effective on and from 13 July 2019 and the Company's Special Steel Undertaking stood transferred to and vested in VISA Special Steel Limited on and from the Appointed Date of the Scheme being 1 April 2013. The Hon'ble Supreme Court vide its ex-parte Order dated 17 January 2020 in Civil Appeal (Civil) No 56 of 2020 (State Bank of India vs VISA Steel Ltd & Anr) has directed issuance of notice and in the meantime stayed the aforesaid NCLT Order. Since the NCLT Order had been given effect to and stood implemented by the Company prior to 17 January 2020, the Company is dealing with the aforesaid Civil Appeal before the Hon'ble Supreme Court in consultation with its Advocates. If the NCLT Order had not been given effect to, the unaudited financial results of the Company would have been as under:

(Rs in Million)

Sl. No.	Particulars	Quarter Ended			Year Ended	
		31 March 2022	31 December 2021	31 March 2021	31 March 2022	31 March 2021
I	Total Income	3,104.83	2,661.65	3,485.02	11,197.03	9,889.65
II	Profit Before Tax	(93.49)	(176.70)	(10,719.58)	(872.21)	(11,972.73)
III	Profit After Tax	(93.49)	(176.70)	(10,719.58)	(872.21)	(11,972.73)
IV	Other Comprehensive Income	13.30	(3.14)	(7.74)	3.87	(12.57)
V	Total Comprehensive Income	(80.19)	(179.84)	(10,727.32)	(868.34)	(11,985.30)
VI	Earnings/(Loss) per Equity Share	(0.81)	(1.53)	(92.58)	(7.53)	(103.40)



VISA STEEL

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

Assets and Liabilities of the Company would have been as under:

Sl. No.	Particulars	As at 31 March 2022	As at 31 March 2021
I	Non Current Assets	16,699.12	17,484.63
II	Current Assets, Loan and Advances	975.91	1,042.35
	Total Assets	17,675.03	18,526.98
III	Equity	(24,330.31)	(23,461.98)
IV	Non Current Liabilities	181.11	217.03
V	Current Liabilities and Provision	41,824.23	41,771.93
	Equity and Total Liabilities	17,675.03	18,526.98

- 6 SBI had filed an application before Hon'ble National Company Law Tribunal (NCLT) for initiating Corporate Insolvency Resolution Process (CIRP) under Insolvency and Bankruptcy Code (IBC) against the Company, which was dismissed by NCLT, Cuttack Bench. SBI preferred an appeal before Hon'ble National Company Law Appellate Tribunal (NCLAT) New Delhi which has directed NCLT to restore the application and proceed further in accordance with law. The order of NCLAT has been challenged by the Company in the Hon'ble Supreme Court by way of a Civil Appeal and the same has been admitted on 9 September 2021. Oriental Bank of Commerce, since merged with Punjab National Bank, has filed an application before NCLT for initiating CIRP under IBC against the Company. The Company is contesting the above in consultation with its Advocates.
- 7 The Exceptional Items for the current year ended 31 March 2022 is Nil. The Exceptional Items of Rs. 2,151.17 million for the quarter and year ended 31 March 2021 represents write off of incomplete projects lying in Capital Work in Progress.
- 8 The figures for the last quarter of the current year and for the previous year are the balancing figures between the audited figures in respect of full financial year ended 31 March and the unaudited published figures up to the third quarter ended 31 December.
- 9 Previous year/period figures have been re-grouped / re-classified wherever necessary, to conform to current period's classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective 1 April 2021.



By Order of the Board
For VISA Steel Limited

Vishal Agarwal

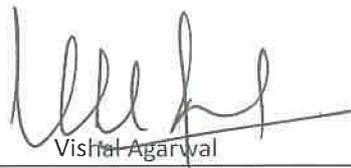
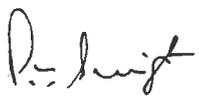
Vice Chairman & Managing Director

DIN 00121539

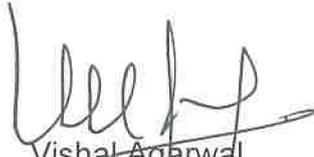
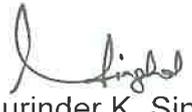
Date: 30 May 2022

Place: Kolkata

Statement on Impact of Audit Qualifications for the Financial Year ended 31 March 2022,
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016] (Standalone basis)

I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs. In Million)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs. In Million)
	1	Total income	7,932.35	7,932.35
	2	Total Expenditure	8,458.05	9,747.32
	3	Net Profit/(Loss)	(525.70)	(1,814.97)
	4	Earnings Per Share	(4.54)	(15.67)
	5	Total Assets	14,907.36	14,907.36
	6	Total Liabilities	17,996.30	26,493.23
	7	Net Worth	(3,088.94)	(11,585.87)
	8	Any other financial item(s) (as felt appropriate by the management)	-	-
II.	Audit Qualification (each audit qualification separately): a. Details of Audit Qualification: As per Annexure A b. Type of Audit Qualification : Qualified Opinion / Disclaimer of Opinion / Adverse Opinion c. Frequency of qualification: since how long continuing - FY 2017 d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: As per Annexure A e. For Audit Qualification(s) where the impact is not quantified by the auditor: Not Applicable (i) Management's estimation on the impact of audit qualification: (ii) If management is unable to estimate the impact, reasons for the same: (iii) Auditors' Comments on (i) or (ii) above:			
III.	Signatories:			
	• Managing Director		 Vishal Agarwal	
	• CFO		 Surinder K. Singhal	
	• Audit Committee Chairperson		 Rupanjana De For Singhi & Co.	
	• Statutory Auditor		Firm Registration Number:302049E Chartered Accountants  Pradeep Kumar Singhi Partner Membership Number 50773	
Place: Kolkata				
Date: 30 May 2022				

Annexure –A

Sl. No	Details of Audit Qualification (s)	Management's Views	
1	<p>Auditors in their Standalone Audit Report has stated that:</p> <p>Basis of Qualified Opinion</p> <p>We draw attention to Note in the accompanying standalone financial statement with regard to non-recognition of interest expense on the borrowings of the Company. The accumulated interest not provided as on March 31, 2022 is Rs.8,496.93 Million (including Rs.1,459.69 Million for FY 2016-17, Rs.1,552.29 Million for FY 2017-18, Rs.1,465.46 Million for the FY 2018-19, Rs.1,443.39 Million for the FY 2019-20, Rs.1,286.83 Million for the FY 2020-21, Rs.320.38 Million and Rs.1,289.27 Million for the quarter and year ended March 31, 2022 respectively) which is not in accordance with the requirement of Ind AS 23: 'Borrowing Cost' read with Ind AS 109: 'Financial Instruments'.</p> <p>Had the aforesaid interest expense been recognized, finance cost for the quarter and year ended March 31, 2022 would have been Rs.382.84 Million and Rs.1,528.99 Million instead of the reported amount of Rs.62.46 Million and Rs.239.72 Million respectively. Total expenses for the quarter and year ended March 31, 2022 would have been Rs.2,693.07 Million and Rs.9,747.32 Million instead of the reported amount of Rs.2,372.69 Million and Rs.8,458.05 Million. Net loss after tax for the quarter and year ended March 31, 2022 would have been Rs.396.28 Million and Rs.1,814.97 Million instead of the reported amount of Rs. 75.90 Million and Rs. 525.70 Million. Total Comprehensive Income for the quarter and year ended March 31, 2022 would have been Rs. (386.94) Million and Rs. (1,815.29) Million instead of the reported amount of Rs. (66.56) Million and Rs. (526.02) Million, other equity would have been Rs. (12,743.77) Million against reported Rs. (4,246.84) Million, other current financial liability would have been Rs.10,562.84 Million instead of reported amount of Rs. 2,065.91 Million and Loss per share for the quarter and year ended March 31, 2022 would have been Rs.3.42 and Rs. 15.67 instead of the reported amount of Rs. 0.66 and Rs.4.54.</p> <p>The above reported interest has been calculated using Simple Interest rate.</p>	<p>The secured debt of the Company has been categorized as Non-Performing Assets (NPA) by the lenders effective 11 July 2012 and accordingly, the Company has stopped providing further interest in its books effective 1 April 2016. The amount of interest expenses not provided for is estimated at Rs. 320.38 Million for the quarter ended 31 March 2022 and the accumulated amount of interest not provided as on 31 March 2022 is estimated at Rs. 8,496.93 Million.</p>	
 Vishal Agarwal Managing Director	  Surinder K. Singhal Chief Financial Officer	  Rupanjana De Chairperson, Audit Committee	 For Singhi & Co. Firm Registration Number: 302049E Chartered Accountants  Pradeep Kumar Singh Partner Membership Number 50773

Independent Auditor's Report on Audit of Annual Consolidated Financial Results of VISA Steel Limited pursuant to regulation 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

To,
The Board of Directors,
VISA Steel Limited
VISA HOUSE, 8/10 Alipore Road
Kolkata – 700 027

Qualified Opinion

1. We have audited the accompanying Consolidated Annual Financial Results of **VISA Steel Limited** (hereinafter referred to as the "Parent Company") and its subsidiaries (the Parent Company and its subsidiaries together referred to as "the Group"), and its joint venture, for the year ended March 31, 2022 together with notes thereon, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of matter referred to in Basis of Qualified Opinion paragraph 3 below, and based on the consideration of reports of other auditors on separate audited financial statements of such subsidiaries and joint venture as were audited by the other auditors, the aforesaid consolidated financial results:

- a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
 - b. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act 2013 (the Act), and other accounting principles generally accepted in India, of the consolidated net loss and other comprehensive income and other financial information of the Group and its joint venture for the year ended March 31, 2022 and the consolidated statement of assets and liabilities and the consolidated statement of cash flows as at and for the year ended on that date.
2. The aforesaid consolidated annual financial results include the annual financial results of the following entities:

Subsidiaries:

- i. Kalinganagar Special Steel Private Limited (KSSPL)
- ii. Kalinganagar Chrome Private Limited (KCPL)
- iii. VISA Ferro Chrome Limited (VFCL), a wholly owned subsidiary of KSSPL
- iv. VISA Special Steel Limited (VSSL), a wholly owned subsidiary of VFCL

Joint Venture:

- v. VISA Urban Infra Limited



Basis for Qualified Opinion

3. We draw attention to Note 5 of the accompanying results with regard to non-recognition of interest expense on the borrowings of the Company. The accumulated interest not provided as on March 31, 2022 is Rs.21,509.00 million (including Rs.3,840.96 million for FY 2016-17, Rs.3,874.56 million for FY 2017-18, Rs.3,667.26 million for FY 2018-19, Rs.3,618.99 million for FY 2019-20, Rs.3,250.51 million for FY 2020-21, Rs.809.65 million and Rs.3,256.72 million for the quarter and year ended March 31, 2022 respectively) which is not in accordance with the requirement of Ind AS 23: 'Borrowing Cost' read with Ind AS 109: 'Financial Instruments'.

Had the aforesaid interest expense been recognized, finance cost for the quarter and year ended March 31, 2022 would have been Rs.863.51 million and Rs.3,465.08 million instead of the reported amount of Rs.53.86 million and Rs.208.36 million respectively. Total expenses for the quarter and year ended March 31, 2022 would have been Rs.4,008.01 million and Rs.15,326.01 million instead of the reported amount of Rs.3,198.36 million and Rs.12,069.29 million. Net loss after tax for the quarter and year ended March 31, 2022 would have been Rs.903.18 million and Rs.4,128.95 million instead of the reported amount of Rs.93.53 million and Rs.872.23 million. Total Comprehensive Income for the quarter and year ended March 31, 2022 would have been Rs.(889.88) million and Rs.(4,125.08) million instead of the reported amount of Rs.(80.23) million and Rs.(868.36) million, other equity would have been Rs.(46,998.53) million against reported Rs.(25,489.53) million, other current financial liability would have been Rs.26,151.49 million instead of reported amount of Rs.4,642.49 million and Loss per share for the quarter and year ended March 31, 2022 would have been Rs.7.80 and Rs.35.66 instead of the reported amount of Rs.0.81 and Rs.7.53.

The above reported interest has been calculated using Simple Interest rate.

4. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated financial results section of our report. We are independent of the Group and its joint venture in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial results under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and audit evidence obtained by other auditors in terms of their report is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Relating to Going Concern

5. We draw your attention to Note 4 and 7 to the consolidated financial results regarding the preparation of the consolidated financial results on going concern basis, for the reason stated therein. The Parent Company and one of its subsidiary VISA Special Steel Limited (VSSL), has accumulated losses and has also incurred losses during the year ended March 31, 2022. As on date, the Parent Company and one of its subsidiary VSSL's current liabilities are substantially higher than its current assets and their net worth has also been fully eroded.

State Bank of India (SBI), a financial creditor, had filed an application before National Company Law Tribunal (NCLT) Kolkata Bench for initiating Corporate Insolvency Resolution Process (CIRP) of the Parent Company under Insolvency and Bankruptcy Code (IBC), which was dismissed by NCLT, Cuttack Bench. SBI preferred an appeal before Hon'ble National Company Law Appellate Tribunal (NCLAT) New Delhi which has directed the NCLT, Cuttack Bench to restore the application and proceed further in accordance with law. The order of NCLAT has been challenged by the Parent Company before the Hon'ble Supreme Court by way of a Civil Appeal and the same has been admitted on September 9, 2021. Oriental Bank of Commerce, since merged with Punjab National Bank, has also filed an application before NCLT for initiating CIRP under IBC against the Parent Company.



These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and therefore it may be unable to realize its assets and discharge its liabilities including potential liabilities in the normal course of business. All the assets including non-current assets and liabilities of the Group are still being carried at their book except in respect of Capital Work in Progress of the Parent Company which has been restated at its recoverable value and part of the non-current assets of VSSL which have been impaired and are carried at its recoverable value in the previous year. The appropriateness of assumption of going concern, and evaluation of recoverable value of non-current assets of the Group is critically dependent upon the debt resolution of the Parent Company and VSSL which is under process, the Parent Company and VSSL's ability to raise requisite finance, generate cash flows in future to meet its obligations and to earn profits in future. The ability of the Group to continue as a going concern is solely dependent on the successful outcome of these conditions, which are not wholly within the control of the Group.

The Management of the Parent Company has prepared this result on a going concern basis based on their assessment of the successful outcome of the debt resolution which will enhance the Parent Company and VSSL's viability, till then the company's operations continue under conversion arrangement.

Our opinion is not qualified in respect to the above matter.

Emphasis of Matter

6. We draw your attention to the following matter:

Refer Note 6 to the Statement regarding accounting for transfer of Special Steel Undertaking, pursuant to the Scheme of Arrangement ("the scheme") approved by the National Company Law Tribunal vide its order dated July 8, 2019, all the assets and liabilities of the Special Steel Undertaking of Visa Steel Limited ("transferor Company" or "the Company") has been transferred to and vested in the Visa Special Steel Limited, (a wholly owned step down subsidiary) ("VSSL" or "transferee Company") at their respective book values on a going concern basis from April 1, 2013 being the appointed date. Effective date of the scheme is July 13, 2019 being the date on which certified copy of the order sanctioning the said scheme is filed with the Registrar of Companies, Cuttack.

To give the impact of the sanctioned scheme, the Consolidated Financial Statements of the Company for the year ended March 31, 2019 were revised and the same were approved by the Board of Directors in their meeting held on October 18, 2019 and audited by us on which we have issued our audit report dated October 18, 2019 and same were approved by the members in their meeting held on December 23, 2019. On January 17, 2020, Hon'ble Supreme Court of India vide its ex-parte order in Civil Appeal No. 56 of 2020 filed by State Bank of India, has ordered issuance of notice and in the meanwhile stayed the aforesaid NCLT Order. The NCLT Order had been given effect to and stood implemented by the Company prior to January 17, 2020. The NCLT Order sanctioning the schemes does not have any impact on the Consolidated Financial results of the Group.

Our opinion is not qualified in respect to the above matter.



Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Results

7. These consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements.

The Parent Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial results in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated loss and consolidated cash flows of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial results by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial results, the Board of Directors of the respective companies included in the Group and its joint venture are responsible for assessing the ability of each Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the respective companies included in the Group and its joint venture are responsible for overseeing the financial reporting process of each Company.

Auditor's Responsibilities for the Audit of the Consolidated financial results

8. Our objectives are to obtain reasonable assurance about whether the consolidated financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls. (Refer paragraph 14 below).
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.



- Conclude on the appropriateness of the Board of Director's use of the going concern basis of accounting in preparing consolidated financial results and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group (Parent and subsidiaries) as well as joint venture to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group and its associate to express an opinion on the consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated Financial Results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph 12 of the section titled "Other Matters" in this audit report.
9. Materiality is the magnitude of misstatements in the consolidated annual financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated annual financial results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the statements of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Annual financial results.
10. We communicate with those charged with governance of the Parent Company, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
11. We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable

Other Matters

12. We did not audit the annual financial results of 3 subsidiaries (including step down subsidiaries) whose financial results reflect total assets of Rs.1.79 Million and net assets of Rs.1.12 Million as at March 31, 2022, total revenue of Rs.Nil Million and Rs. Nil Million, net loss of Rs.0.05 Million and Rs.0.03 Million, total comprehensive income (comprising of loss and other comprehensive income) of Rs.(0.05) Million and Rs.(0.03) Million for the year ended March 31, 2022 and for the period from January 1, 2022 to March 31, 2022 respectively and net cash outflow amounting to Rs 0.00* Million for the year ended March 31, 2022, as considered in the consolidated annual financial results. The consolidated annual financial results also include the Group's share of total comprehensive income (comprising of profit/(loss) and other comprehensive income) of Rs.0.03 Million and Rs. (0.01) Million for the year ended March 31, 2022 and for the period from January 1, 2022 to March 31, 2022 respectively as considered in the consolidated annual financial results, in respect of a joint venture whose financial results have not been audited by us. These annual financial results have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated annual financial results insofar as it relates to the amounts and disclosures included in respect of the subsidiary and joint venture and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary and joint venture, is based solely on the reports of the other auditors.



13. The figures for the quarter ended March 31, 2022 and the corresponding quarter ended in the previous year as reported in the consolidated financial results are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the current and previous financial year respectively. Also, the figures up to the end of the third quarter had only been reviewed and were not subjected to audit.
14. The consolidated annual financial results dealt with by this report has been prepared for the express purpose of filing with stock exchanges. These results are based on and should be read with the audited consolidated annual financial statements of the Company for the year ended March 31, 2022 on which we issued a Qualified Opinion vide our report dated May 30, 2022.

Our opinion is not qualified in respect to the above matters.

*represents figures below the rounding convention used in the results.



For Singhi & Co.
Chartered Accountants
Firm's Registration No.302049E

A handwritten signature in blue ink, appearing to read "Pradeep Singhi".

(Pradeep Kumar Singhi)
Partner

Membership No. 050773
UDIN: 22050773AJWYNW2048

Place: Kolkata

Date: May 30, 2022

VISA STEEL

VISA STEEL LIMITED

CIN: L51109OR1996PLC004601

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

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

Phone: (+91-33) 30119 000, Fax: (+91-33) 30119 002

Website: www.visasteel.com

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

Statement of Consolidated Audited Financial Results for the Quarter and Year Ended 31 March 2022

(Rs in Million Except EPS)

Sr. No.	Particulars	Quarter Ended			Year Ended	
		31 March	31 December	31 March	31 March	31 March
		2022	2021	2021	2022	2021
		Audited	Unaudited	Audited	Audited	Audited
I	Revenue From operations	3,104.46	2,659.46	3,480.62	11,184.56	9,881.93
II	Other Income	0.37	2.19	4.40	12.47	7.72
III	Total Income (I +II)	3,104.83	2,661.65	3,485.02	11,197.03	9,889.65
IV	Expenses					
	Cost of materials consumed	2,112.58	1,740.13	2,140.24	7,414.56	6,456.02
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	(12.67)	14.64	209.81	64.85	13.80
	Employee benefit expense	87.11	106.05	113.09	416.50	406.85
	Finance costs	53.86	53.98	46.59	208.36	169.88
	Depreciation and amortization expense	211.14	215.99	316.26	854.78	1,284.62
	Other expenses	746.34	707.56	810.09	3,110.24	2,968.06
	Total expenses (IV)	3,198.36	2,838.35	3,636.08	12,069.29	11,299.23
V	Profit/(Loss) before exceptional items and share of net profit of investment accounted using equity method and tax (III-IV)	(93.53)	(176.70)	(151.06)	(872.26)	(1,409.58)
VI	Share of net profit of Investments accounted using Equity Method	(0.00)	0.03	0.07	0.03	0.06
VII	Profit/(Loss) before exceptional items and tax (V-VI)	(93.53)	(176.67)	(150.99)	(872.23)	(1,409.52)
VIII	Exceptional items	-	-	10,563.22	-	10,563.22
IX	Profit/(Loss) before tax (VII-VIII)	(93.53)	(176.67)	(10,714.21)	(872.23)	(11,972.74)
X	Tax Expenses	-	-	-	-	-
XI	Profit /(Loss) for the period (IX-X)	(93.53)	(176.67)	(10,714.21)	(872.23)	(11,972.74)
XII	Other comprehensive income					
	A (i) Items that will not be reclassified to profit or loss	13.30	(3.14)	(7.74)	3.87	(12.57)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
	B (i) Items that be reclassified to Profit and Loss	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
XIII	Total Comprehensive Income for the period (XI+XII)	(80.23)	(179.81)	(10,721.95)	(868.36)	(11,985.31)
XIV	Total Profit/(Loss) for the year attributable to					
	Owner of the company	(93.53)	(176.67)	(10,714.21)	(872.23)	(11,972.74)
	Non Controlling Interest	-	-	-	-	-
XV	Other comprehensive income attributable to					
	Owner of the company	13.30	(3.14)	(7.74)	3.87	(12.57)
	Non Controlling Interest	-	-	-	-	-
XVI	Total Comprehensive Income/(Loss) attributable to					
	Owner of the company	(80.23)	(179.81)	(10,721.95)	(868.36)	(11,985.31)
	Non Controlling Interest	-	-	-	-	-
XVII	Paid up equity Share Capital (face value of Rs.10/- each)	1,157.90	1,157.90	1,157.90	1,157.90	1,157.90
XVIII	Other Equity	-	-	-	(25,489.54)	(24,621.18)
XIX	Earnings per equity share (of Rs.10/- each)*					
	1) Basic	(0.81)	(1.53)	(92.53)	(7.53)	(103.40)
	2) Diluted	(0.81)	(1.53)	(92.53)	(7.53)	(103.40)



VISA STEEL

VISA STEEL LIMITED

CIN: L51109OR1996PLC004601

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

Consolidated Segment Wise Revenue, Results, Assets and Liabilities For the Quarter Ended and Year Ended 31 March 2022 (Refer Note 3 below)

(Rs. In Million)

Sl. No.	Particulars	Quarter Ended			Year Ended	
		31 March	31 December	31 March	31 March	31 March
		2022	2021	2021	2022	2021
		Audited	Unaudited	Audited	Audited	Audited
1)	Segment Revenue					
	a) Special Steel	984.91	723.20	1,716.38	3,894.57	4,408.03
	b) Ferro Alloys	2,296.51	2,097.10	1,939.11	7,920.03	6,111.19
	Total	3,281.42	2,820.30	3,655.49	11,814.60	10,519.22
	Less: Inter-Segment Revenue	176.96	160.84	174.87	630.04	637.29
	Net Sales / Income From Operations	3,104.46	2,659.46	3,480.62	11,184.56	9,881.93
2)	Segment Results					
	Profit / (Loss) before tax and interest from Each segment					
	a) Special Steel	(17.52)	(50.30)	(83.15)	(343.44)	(650.68)
	b) Ferro Alloys	(22.15)	(72.39)	(21.25)	(320.43)	(588.96)
	Total	(39.67)	(122.69)	(104.40)	(663.87)	(1,239.64)
	Less: Exceptional Items					
	a) Special Steel	-	-	8,412.05	-	8,412.05
	b) Ferro Alloys	-	-	2,151.17	-	2,151.17
	Less: i) Finance costs	53.86	53.98	46.59	208.36	169.88
	Total Profit / (Loss) Before Tax	(93.53)	(176.67)	(10,714.21)	(872.23)	(11,972.74)
3)	Segment Assets					
	a) Special Steel	6,730.53	6,769.27	7,048.20	6,730.53	7,048.20
	b) Ferro Alloys	10,943.19	11,032.04	11,477.83	10,943.19	11,477.83
	Total Assets	17,673.72	17,801.31	18,526.03	17,673.72	18,526.03
4)	Segment Liabilities					
	a) Special Steel	693.42	764.75	799.50	693.42	799.50
	b) Ferro Alloys	2,121.52	2,099.87	1,966.38	2,121.52	1,966.38
	c) Unallocated	39,190.42	39,188.08	39,223.43	39,190.42	39,223.43
	Total Liabilities	42,005.36	42,052.70	41,989.31	42,005.36	41,989.31



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Statement of Consolidated Assets and Liabilities as on 31 March 2022

(Rs. In Million)

Particulars	As at	As at
	31 March	31 March
	2022	2021
	Audited	Audited
ASSETS		
1) Non-current Assets		
(a) Property, Plant and Equipment including ROU Assets	16,253.15	17,036.68
(b) Capital work-in-progress	387.50	387.50
(c) Intangible Assets	0.49	1.18
(d) Financial Assets		
(i) Investments	31.63	31.63
(ii) Investments accounts for using the Equity Method	10.33	10.30
(iii) Other Financial Assets	15.06	16.35
(e) Deferred Tax Assets (Net)	-	-
Total Non-Current Assets	16,698.16	17,483.64
2) Current Assets		
(a) Inventories	305.55	348.16
(b) Financial Assets		
(i) Cash and cash equivalents	105.61	81.33
(ii) Bank balances [Other than (i) above]	30.58	20.70
(iii) Others Financial Assets	0.61	0.82
(c) Current Tax Assets (Net)	122.65	105.00
(d) Other current Assets	410.56	486.38
Total Current Assets	975.56	1,042.39
Total Assets	17,673.72	18,526.03
EQUITY AND LIABILITIES		
Equity		
(a) Equity Share capital	1,157.90	1,157.90
(b) Other Equity	(25,489.54)	(24,621.18)
(c) Non-controlling interest	-	-
LIABILITIES	(24,331.64)	(23,463.28)
1) Non-current Liabilities		
(a) Financial Liabilities		
Lease Liabilities	119.98	143.30
(b) Provisions	61.12	73.73
Total Non Current Liabilities	181.10	217.03
2) Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	34,664.66	34,700.55
(ii) Lease Liabilities	23.33	21.03
(iii) Trade Payables due to		
-Micro and small enterprise	-	-
-Other than micro and small enterprise	650.04	886.59
(iv) Other financial liabilities	4,642.49	4,753.29
(b) Other current liabilities	1,834.48	1,400.74
(c) Provisions	9.26	10.08
Total Current Liabilities	41,824.26	41,772.28
Total Equity and Liabilities	17,673.72	18,526.03



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Statement of Consolidated cash flows for the Year Ended 31 March 2022

(Rs. In Million)

Particulars	Year Ended	Year Ended
	31 March	31 March
	2022	2021
	Audited	Audited
(A) Cash flow from operating activities		
Profit / (Loss) before tax for the period	(872.23)	(11,972.74)
Adjustments to reconcile profit before tax for the period to net cash flows:		
Depreciation and amortisation expenses	854.78	1,284.62
Impairment charge/(reverse)	-	8,412.05
Finance costs	51.94	54.84
Amortisation of Processing Charges	2.01	1.72
Allowance for doubtful debts, advances etc. no longer required written back	(0.88)	(3.19)
Liabilities no longer required written back	(70.90)	(94.92)
Loss on Assets retirement/write off	8.94	361.49
Adjustment for exceptional items	-	2,151.17
Interest income classified as investing cash flows	(0.77)	(2.78)
(Profit)/Loss in investment in Joint Venture	(0.03)	(0.06)
(Gain)/Loss on sale of Property, Plant and Equipment	(1.68)	(0.82)
Other non cash items	40.41	13.42
Operating Profit/(Loss) before changes in operating assets and liabilities	11.59	204.80
Working Capital adjustments:		
(Increase)/Decrease in trade receivables	-	73.64
Increase/(Decrease) in trade payable and current liabilities	88.53	48.89
(Increase)/Decrease in Inventories	42.60	(20.17)
(Increase)/Decrease in other non current /current assets	72.99	(158.65)
Cash flow from operation	215.71	148.51
Income Taxes (paid)/ refund	(17.65)	(14.33)
Net cash flow from (used in) operating activities	198.06	134.18
(B) Cash flows from investing activities		
Payment for acquisition of property, plant and equipment and intangible assets	(83.67)	(0.83)
Proceeds from sale of property, plant and equipment and intangible assets	5.85	9.37
Release/(Creation) of Security Deposit/Fixed Deposit	(9.78)	0.76
Interest received	0.77	3.87
Net cash flow from (used in) investing activities	(86.83)	13.17
(C) Cash flow from financing activities		
Payments of long-term borrowings	-	(48.42)
Payments of short-term borrowings	(37.90)	(0.39)
Lease Payment (As per Ind AS 116)	(37.48)	(37.48)
Finance Costs paid	(11.57)	(53.27)
Net cash flow from (used in) financing activities	(86.95)	(139.56)
(D) Net increase/(Decrease) in Cash and cash equivalents (A+B+C)	24.28	7.79
Cash and cash equivalents at the Beginning	81.33	73.54
Cash and cash equivalents at the end of the year	105.61	81.33

The above Standalone Cash Flow statement has been prepared under the "Indirect method" as set out in Indian Accounting Standard (Ind AS) 7-Statement of Cash Flows.

Particulars	As at	As at
	31 March	31 March
	2022	2021
Balances with Scheduled Banks-In Current Accounts	105.44	81.16
Cash in hand	0.17	0.17
Closing Cash & Cash Equivalent	105.61	81.33



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Notes :

- 1 As on 31 March 2022, VISA Steel Group ("the Group") comprises the Parent Company i.e. VISA Steel Limited, its four subsidiaries (including two step down subsidiaries) and one Joint Venture Company.
- 2 The above Consolidated financial results have been reviewed by the Audit Committee and approved by the Board of Directors of the Parent Company at their respective meetings held on 30 May 2022. The statutory auditors have conducted audit of the above consolidated financial results.
- 3 The Group has identified operating segments namely "Ferro Alloys" and "Special Steel" and has disclosed segment information accordingly.
- 4 The Group has incurred net loss during the quarter and year ended 31 March 2022 which has adversely impacted the net worth of the Group. The Group's financial performance has been adversely affected due to non-availability of working capital for operations, and other external factors beyond the Group's control. It is expected that the overall financial health of the Group would improve after debt resolution and improvement in availability of working capital. Accordingly, the Group has prepared the financial results on the basis of going concern assumption. The statutory auditors have also drawn attention to the above matter without qualifying their observation in their Audit Report.
- 5 The secured debt of the Parent Company and a step down subsidiary i.e. VISA Special Steel Limited (VSSL) have been categorised as Non-Performing Assets (NPA) by the lenders effective 11 July 2012 and accordingly, the Parent Company and VSSL has stopped providing further interest in its books effective 1 April 2016. The amount of interest expenses not provided for is estimated at Rs. 809.65 Million for the quarter ended 31 March 2022 and the accumulated interest not provided as on 31 March 2022 is estimated at Rs. 21,509.00 Million. The statutory auditors have qualified their Audit Report in respect of this matter.
- 6 Pursuant to sanction of the Scheme of Arrangement by National Company Law Tribunal, Cuttack bench vide its Order dated 8 July 2019 (NCLT Order) and filing of the certified copy thereof with Registrar of Companies, Cuttack on 13 July 2019, the Scheme of Arrangement became effective on and from 13 July 2019 and the Parent Company's Special Steel Undertaking stood transferred to and vested in VSSL on and from the Appointed Date of the Scheme being 1 April 2013. The Hon'ble Supreme Court vide its ex-parte order dated 17 January 2020 in Civil Appeal (Civil) No 56 of 2020 (State Bank of India vs VISA Steel Ltd & Anr) has directed issuance of notice and in the meantime stayed the aforesaid NCLT Order. Since the NCLT Order had been given effect to and stood implemented by the Group prior to 17 January 2020, the Group is dealing with the aforesaid Civil Appeal before the Hon'ble Supreme Court in consultation with its Advocates. The NCLT Order does not have any impact in the Consolidated Financial results of the Group.
- 7 SBI had filed an application before Hon'ble National Company Law Tribunal (NCLT) for initiating Corporate Insolvency Resolution Process (CIRP) under Insolvency and Bankruptcy Code (IBC) against the Parent Company, which was dismissed by NCLT, Cuttack Bench. SBI preferred an appeal before Hon'ble National Company Law Appellate Tribunal (NCLAT) New Delhi which has directed NCLT to restore the application and proceed further in accordance with law. The order of NCLAT has been challenged by the Parent Company in the Hon'ble Supreme Court by way of a Civil Appeal and the same has been admitted on 9 September 2021. Oriental Bank of Commerce, since merged with Punjab National Bank, has filed an application before NCLT for initiating CIRP under IBC against the Parent Company. The Parent Company is contesting the above in consultation with its Advocates.
- 8 The Exceptional Items for the current year ended 31 March 2022 is Nil. The Exceptional Items of Rs. 10,563.22 for the quarter and year ended 31 March 2021 includes Rs. 2,151.17 million towards write off of incomplete projects lying in Capital Work in Progress of the Parent Company and Rs. 8,412.05 million towards impairment charge on fixed assets of Steel Making Unit of VSSL.
- 9 The figures for the last quarter of the current year and for the previous year are the balancing figures between the audited figures in respect of full financial year ended 31 March and the unaudited published figures up to the third quarter ended 31 December.
- 10 Previous year/period figures have been re-grouped / re-classified wherever necessary, to conform to current period's classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective 1 April 2021.



By Order of the Board
For VISA Steel Limited

Vishal Agarwal

Vice Chairman & Managing Director

DIN 00121539

Date: 30 May 2022
Place: Kolkata

Statement on Impact of Audit Qualifications for the Financial Year ended 31 March 2022.

[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016] (Consolidated basis)

I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs. In Million)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs. In Million)
	1	Total income	11,197.03	11,197.03
	2	Total Expenditure	12,069.29	15,326.01
	3	Net Profit/(Loss)	(872.23)	(4,128.95)
	4	Earnings Per Share	(7.53)	(35.66)
	5	Total Assets	17,673.72	17,673.72
	6	Total Liabilities	42,005.36	63,514.36
	7	Net Worth	(24,331.64)	(45,840.64)
	8	Any other financial item(s) (as felt appropriate by the management)	-	-

II. Audit Qualification (each audit qualification separately):

a. **Details of Audit Qualification:** As per Annexure A

b. **Type of Audit Qualification :** Qualified Opinion /-Disclaimer of Opinion / Adverse Opinion

c. **Frequency of qualification:** since how long continuing - FY 2017

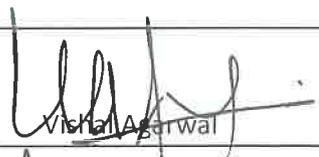
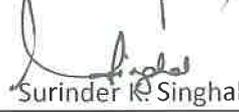
d. **For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** As per Annexure A

e. **For Audit Qualification(s) where the impact is not quantified by the auditor:** Not Applicable

(i) Management's estimation on the impact of audit qualification:

(ii) If management is unable to estimate the impact, reasons for the same:

(iii) Auditors' Comments on (i) or (ii) above:

III. Signatories:	
• Managing Director	 Vishal Agarwal
• CFO	 Surinder K. Singhal
• Audit Committee Chairperson	 Rupanjana De
• Statutory Auditor	Firm Registration Number:302049E Chartered Accountants  Pradeep Kumar Singhi Partner Membership Number 50773

Place: Kolkata

Date: 30 May 2022