



Dated: 26.09.2020

To,
The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai - 400 001.
Maharashtra, India.

Re: Summary of Proceedings and Voting Results of 52nd Annual General Meeting ("AGM") of Tayo Rolls Limited ("the Company") (Scrip Code: 504961)

Dear Sir/ Madam,

In terms of the General Circular No. 20/2020 dated May 5, 2020 read with General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (together referred to as MCA Circulars) and the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (referred to as SEBI Circular) and in compliance with other applicable provisions of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 52nd AGM of the Company was held on Friday, September 25, 2020 at 4.00 pm (IST) through Video Conference ('VC')/Other Audio Visual Means ('OVAM') to transact the business as stated in the AGM Notice dated July 30, 2020 ('Notice'). All the items of business contained in the Notice were transacted and except Resolution No.1 and Resolution No.3, all other resolutions were passed by the Members with requisite majority. The Company also facilitated the live webcast of the proceedings. **The items 1 & 3 which were voted against was around 99.50%(Equity Shareholder) & 100% (Preference Shareholder) which is totally held by Promoter & Promoter Group.**

In this regard, please find enclosed the following:

1. summary of the proceedings of the AGM of the Company as required under Regulation 30, read with Part-A of schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended - **Annexure A;**
2. Combined Voting results of remote e-voting and e-voting conducted during the AGM, in relations to the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations, as amended — **Annexure B;**
3. The Scrutinizer's Report dated September 26, 2020, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, each as amended — **Annexure C.**

TAYO ROLLS LIMITED

Regd. Office: Road No. 11, Qr. No. 3, C. H. Area (North East), Bistupur, Jamshedpur-831001, Jharkhand, INDIA

Works Office: Large Scale Industrial Estate, Gamharia, 832 108, Jharkhand, India
Office Phone ; 91-657-2227821/6508041/2220472, e-mail : tayo.egd@tayo.co.in
Website: www.tayo.co.in, Corporate Identity Number : L27105JH1968PLC000818
A TATA Enterprise





The AGM concluded at 4.30 p.m. (IST).

The Voting Results along with the Scrutinizer's Report is available on the Company's website at www.tayo.co.in and is also being made available on the website of National Securities Depository Limited at www.evoting.nsdl.com.

This is for your information and records.

Yours faithfully,
For Tayo Rolls Limited,



(Anish Agarwal)
Resolution Professional

IP Registration No.: IBBI/PA 001/IP-P-01497/2018-2019/12256

(TAYO Rolls Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Anish Agarwal (IP Registration No.: IBBI/PA 001/IP-P-01497/2018-2019/12256) vide order dated October 30, 2019.)

TAYO ROLLS LIMITED

Regd. Office: Road No. 11, Qr. No. 3, C. H. Area (North East), Bistupur, Jamshedpur-831001, Jharkhand, INDIA

Works Office: Large Scale Industrial Estate, Gamharia, 832 108, Jharkhand, India

Office Phone ; 91-657-2227821/6508041/2220472, e-mail : tayoregd@tayo.co.in

Website: www.tayo.co.in, Corporate Identity Number : L27105JH1968PLC000818

A TATA Enterprise

Dated: 26.09.2020

Proceedings of the 52nd Annual General meeting of Tayo Rolls Limited held on Friday, September 25th, 2020 at 4.00 p.m. through Video Conferencing ("VC") / other Audio Visual Means ("OVAM").

The Annual General meeting of the members of the company was called on Friday, September 18, 2020 at 4.00 p.m. through Video Conferencing ("VC") / other Audio Visual Means ("OVAM"). However, due to absence of quorum the meeting got adjourned to the same time through Video Conferencing ("VC") / other Audio Visual Means ("OVAM") in the next week i.e. Friday, 25th September, 2020 at 4.00 pm in terms of provisions of Articles of Association and the Companies Act, 2013.

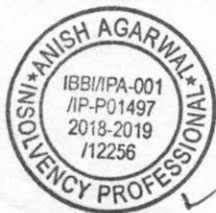
The adjourned 52nd Annual General meeting ("AGM / Meeting") of Tayo Rolls Limited ("the Company") was held on Friday, September 25th, 2020 at 4.00 p.m. through Video Conferencing ("VC") / other Audio Visual Means ("OVAM"). The meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Ms. Harpreet Kaur Bhamra, Company Secretary and Compliance Officer welcomed the members and briefed them on details relating to their participation at the Meeting through audio visual means.

Mr. Anish Agarwal, Resolution Professional chaired the meeting. The Chairman welcomed the shareholders. This meeting being an adjourned meeting, the members present constituted the quorum..

Chairman in his opening statement informed that the Corporate Insolvency Resolution Process (CIRP) has been initiated against the Company vide an order passed by NCLT Kolkata dated April 5, 2019. Pursuant to this order, the powers of the Board of Directors stand suspended and were exercised by Mrs. Vinita Agrawal, the Interim Resolution Professional (IRP) appointed by the NCLT who was subsequently confirmed to continue as the Resolution Professional (RP) by the Committee of Creditors (CoC).

Consequent to a petition filed by CoC, the Hon'ble NCLT, Kolkata, has passed an order on October 30, 2019 and has appointed Mr. Anish Agarwal as Resolution Professional in place of Mrs. Vinita Agrawal.



The Chairman requested the suspended Directors present through VC to introduce themselves to the Members. He then informed the members that representatives of M/s R U B S & Co. , Statutory auditors and M/s P. Dalmia & Associates, Secretarial Auditors and scrutinizers for remote evoting and evoting during the proceedings of the AGM were also present at the meeting through VC.

Chairman then informed that the proceedings of the AGM were also being webcast and could be viewed live by Members by logging in to NSDL website. The Company has taken the requisite steps to enable Shareholders to participate and vote on the items being considered at this AGM.

The details of Authorised representation received from 2 corporate shareholders were informed to the members. Since there was no physical attendance of Shareholders and in compliance with the Circulars issued by MCA and SEBI, members were informed that the requirement of appointing proxies is not applicable. Further, the Registers as required under the Companies Act, 2013 are open for inspection in electronic mode, should any member request for the same.

With the consent of the shareholders, the Notice convening the Meeting and the Auditors' Report were taken as read

The Chairman then made opening remarks mentioning about the accumulated losses incurred by the Company and stated that the Company's current liabilities exceeded its current assets. The operations of the Company have also remained closed since September 2016.

As per the Notice dated July 30, 2020, convening the 52nd Annual General meeting of the Company, the following business was transacted at the Meeting through evoting.

- i. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 and the reports of the Board of Directors/Resolution Professional and the Auditors thereon - Ordinary Resolution
- ii. To appoint Mr. K. Shankar Marar (DIN-06656658), who retires by rotation as a Director and, being eligible, offers himself for re-appointment - Ordinary Resolution
- iii. To appoint M/s. RUBS & Co, Chartered Accountants, (Firm Registration Number: FRN O14560C) as Statutory Auditors and to fix their remuneration - Ordinary Resolution
- iv. To approve Material Related Party transactions for FY 2020-21- Ordinary Resolution

Members present were given the opportunity to ask questions and seek clarifications. The Chairman responded to the questions raised.



Post the Questions and Answer session, the Chairman authorized Ms. Harpreet Kaur Bhamra, Company Secretary and Compliance Officer to conduct the voting procedure and conclude the meeting. He informed the Members that the voting results will be disseminated to the Stock Exchange on which the Company's shares are listed and will also be made available on the website of the Company at www.tayo.co.in and the National Securities Depository Limited at www.evoting.@nsdl.com within 48 hours of the conclusion of the Meeting.

The Chairman then thanked the shareholders for attending the Meeting and for their continued support. He also thank the Directors for joining the Meeting remotely. The evoting facility was kept open for next 15 minutes to enable the members to cast their vote. Upon completion of the evoting process, Ms. Harpreet declared the meeting closed.

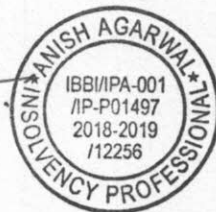
Post the conclusion of remote voting, the Scrutinizer's report was received.

All the resolutions except Resolution No.1 and Resolution No.3 have been passed with the requisite majority.

Yours faithfully
For Tayo Rolls Limited

(Anish Agarwal)
Resolution Professional

IP Registration No.: IBBI/IPA 001/IP-P-01497/2018-2019/12256



(TAYO Rolls Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016. Its affairs, business and assets are being managed by the Resolution Professional, Mr. Anish Agarwal (IP Registration No.: IBBI/IPA 001/IP-P-01497/2018-2019/12256) vide order dated October 30, 2019.)

| 52nd Annual General Meeting Voting Results | |
|--|--|
| Date of the AGM | September 25, 2020 |
| Total number of shareholders on record date (September 11, 2020) | 8719 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | No arrangement for physical meeting or appointment of proxy was made as the Meeting was held through VC/OAVM |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | 2 |
| b) Public | 13 |

| Resolution required: (Ordinary / Special) | | Resolution (1) | | | | | | | | |
|--|-----------------------------|---------------------------------------|--------------------------|---------------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|----|
| Whether promoter/promoter group are interested in the agenda/resolution? | | Ordinary | | | | | | | | |
| Description of resolution considered | | No | | | | | | | | |
| To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 and the reports of the Board of Directors/Resolution Professional and the Auditors thereon | | Professional and the Auditors thereon | | | | | | | | |
| Sl. No. | Category | Mode of voting | Total No. of shares held | Total No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled | |
| A | Promoter and Promoter Group | E-Voting | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 | |
| | | Poll | 7,512,367.00 | 7,124,076.00 | 94.83% | - | 7,124,076.00 | 0 | 100% | |
| | | Postal Ballot (if applicable) | - | - | - | - | - | - | 0 | 0 |
| | | Total | 7,512,367.00 | 7,124,076.00 | 94.83% | - | 7,124,076.00 | - | 100% | |
| B | Public- Institutions | E-Voting | 51,711.00 | - | - | - | - | 0 | 0 | |
| | | Poll | 51,711.00 | - | - | - | - | 0 | 0 | |
| | | Postal Ballot (if applicable) | - | - | - | - | - | - | 0 | 0 |
| | | Total | 51,711.00 | - | - | - | - | - | 0 | 0% |
| C | Public- Non Institutions | E-Voting | 2,696,857.00 | 35,191.00 | 1.30% | 35,103.00 | 88.00 | 99.75% | 0.25% | |
| | | Poll | 2,696,857.00 | - | - | - | - | 0 | 0 | |
| | | Postal Ballot (if applicable) | - | - | - | - | - | - | 0 | 0 |
| | | Total | 2,696,857.00 | 35,191.00 | 1.30% | 35,103.00 | 88.00 | 99.75% | 0.25% | |
| Total | | | 10,260,935.00 | 7,159,267.00 | 69.77% | 35,103.00 | 7,124,164.00 | 0.490% | 0.25% | |
| Whether resolution is Passed or Not | | | NO | | | | | | | |

Note:

- During FY'12, FY'14, FY'15, FY'16, FY'17, FY'18 & FY'19 the Company had issued Non-cumulative Redeemable Preference Shares to its Promoters (Tata Steel Limited & Yodogawa Steel Works Limited). The Company has not been able to pay dividend on these shares for the financial years FY'13, FY'14, FY'15, FY'16, FY'17 & FY'18. Therefore, according to the provision of Section 47 read with other relevant provisions of the Companies Act, 2013 and rules made thereunder, the preference shareholders shall have a right to vote on all the resolutions placed before the meeting, in the same proportion as the paid up capital in respect of equity shares bears to the paid up capital in respect of preference shares. Accordingly, one preference share of Rs.100 each carries 10 votes in proportion to equity share as nominal value of equity shares is Rs.10/- each. Thereby, the Preference Shareholders are entitled to vote on all the resolutions as mentioned above.
- One Preference Shareholders holding 65,00,000 preference shares of Rs. 100/- each casted vote through remote e-voting process. The vote casted for these shares were accordingly considered valid but not included in the above calculation.

| Resolution required: (Ordinary / Special) | | Resolution (2) | | | | | | | |
|--|-----------------------------|---|--------------------------|---------------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | Ordinary | | | | | | | |
| Description of resolution considered | | To appoint a Director in place of Mr. K.Shankar Marar (DIN- 06656558), who retires by rotation and, being eligible, offers himself for re-appointment | | | | | | | |
| Sl. No. | Category | Mode of voting | Total No. of shares held | Total No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| A | Promoter and Promoter Group | E-Voting | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| | | Poll | 7,512,367.00 | 7,124,076.00 | 94.83% | - | - | 100% | 0% |
| | | Postal Ballot (if applicable) | - | - | - | - | - | - | - |
| | Total | | 7,512,367.00 | 7,124,076.00 | 94.83% | 7,124,076.00 | - | 100% | 0% |
| B | Public- Institutions | E-Voting | | | | | | | |
| | | Poll | 51,711.00 | - | - | - | - | 0 | 0 |
| | | Postal Ballot (if applicable) | - | - | - | - | - | 0 | 0 |
| | Total | | 51,711.00 | - | - | - | - | - | - |
| C | Public- Non Institutions | E-Voting | | | | | | | |
| | | Poll | 2,696,857.00 | 35,191.00 | 1.30% | 35,120.00 | 71.00 | 99.80% | 0.20% |
| | | Postal Ballot (if applicable) | - | - | - | - | - | 0 | - |
| | Total | | 2,696,857.00 | 35,191.00 | 1.30% | 35,120.00 | 50.00 | 99.80% | 0.14% |
| | Total | | 10,260,935.00 | 7,159,267.00 | 69.77% | 7,159,196.00 | 50.00 | 99.999% | 0.001% |
| Whether resolution is Passed or Not | | | Yes | | | | | | |

Note:

- During FY'12, FY'14, FY'15, FY'16, FY'17, FY'18 & FY'19 the Company had issued Non-cumulative Redeemable Preference Shares to its Promoters (Tata Steel Limited & Yodogawa Steel Works Limited). The Company has not been able to pay dividend on these shares for the financial years FY'13, FY'14, FY'15, FY'16, FY'17 & FY'18. Therefore, according to the provision of Section 47 read with other relevant provisions of the Companies Act, 2013 and rules made thereunder, the preference shareholders shall have a right to vote on all the resolutions placed before the meeting, in the same proportion as the paid up capital in respect of equity shares bears to the paid up capital in respect of preference shares. Accordingly, one preference share of Rs. 100 each carries 10 votes in proportion to equity share as nominal value of equity shares is Rs. 10/- each. Thereby, the Preference Shareholders are entitled to vote on all the resolutions as mentioned above.
- One Preference Shareholders holding 65,00,000 preference shares of Rs. 100/- each casted vote through remote e-voting process. The vote casted for these shares were accordingly considered valid but not included in the above calculation.

| | | Resolution (3) | | Resolution required: (Ordinary / Special) | | Whether promoter/promoter group are interested in the agenda/resolution? | | Ordinary | |
|-------------------------------------|-----------------------------|-------------------------------|--------------------|---|---|--|------------------------|--------------------------------------|------------------------------------|
| | | | | No | | | | | |
| Sl No. | Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| A | Promoter and Promoter Group | E-Voting | | 7,124,076.00 | 94.83% | | 7,124,076.00 | 0 | 100% |
| | | Poll | | - | - | - | - | 0 | 0 |
| | | Postal Ballot (if applicable) | | - | - | - | - | 0 | 0 |
| | | Total | 7,512,367.00 | 7,124,076.00 | 94.83% | - | 7,124,076.00 | 0 | 100.00% |
| B | Public- Institutions | E-Voting | | - | - | - | - | 0 | 0 |
| | | Poll | | 51,711.00 | - | - | - | 0 | 0 |
| | | Postal Ballot (if applicable) | | - | - | - | - | 0 | 0 |
| | | Total | 51,711.00 | - | - | - | - | 0 | - |
| C | Public- Non Institutions | E-Voting | | 35,191.00 | 1.30% | 35,102.00 | 89.00 | 99.75% | 0% |
| | | Poll | | 2,696,857.00 | - | - | - | 0 | - |
| | | Postal Ballot (if applicable) | | - | - | - | - | 0 | 0 |
| | | Total | 2,696,857.00 | 35,191.00 | 1.30% | 35,102.00 | 89.00 | 99.75% | 0 |
| | | Total | 10,260,935.00 | 7,159,267.00 | 69.77% | 35,102.00 | 7,124,165.00 | 0.49% | 99.51% |
| Whether resolution is Passed or Not | | | NO | | | | | | |

Note:

- During FY'12, FY'14, FY'15, FY'16, FY'17, FY'18 & FY'19 the Company had issued Non-cumulative Redeemable Preference Shares to its Promoters (Tata Steel Limited & Yodogawa Steel Works Limited). The Company has not been able to pay dividend on these shares for the financial years FY'13, FY'14, FY'15, FY'16, FY'17 & FY'18. Therefore, according to the provision of Section 47 read with other relevant provisions of the Companies Act, 2013 and rules made thereunder, the preference shareholders shall have a right to vote on all the resolutions placed before the meeting, in the same proportion as the paid up capital in respect of equity shares bears to the paid up capital in respect of preference shares. Accordingly, one preference share of Rs.100 each carries 10 votes in proportion to equity share as nominal value of equity shares is Rs.10/- each. Thereby, the Preference Shareholders are entitled to vote on all the resolutions as mentioned above.
- One Preference Shareholders holding 65,00,000 preference shares of Rs. 100/- each casted vote through remote e-voting process. The vote casted for these shares were accordingly considered valid but not included in the above calculation.

| Resolution (4) | | | | | | | | | |
|--|-----------------------------|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | | YES | | | | |
| Description of resolution considered | | | | | To approve Material Related Party transactions for FY 2020-21 | | | | |
| Sl No. | Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| A | Promoter and Promoter Group | E-Voting | | 1,536,704.00 | 20.46% | 1,536,704.00 | - | 100.0% | 0.0% |
| | | Poll | 7,512,367.00 | - | - | - | - | - | - |
| | | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | | Total | 7,512,367.00 | 1,536,704.00 | 20.46% | 1,536,704.00 | - | 100.0% | 0.0% |
| B | Public- Institutions | E-Voting | | - | - | - | - | - | - |
| | | Poll | 51,711.00 | - | - | - | - | - | - |
| | | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | | Total | 51,711.00 | - | - | - | - | 0.0% | 0.0% |
| C | Public- Non Institutions | E-Voting | | 35,191.00 | 1.30% | 35,055.00 | 136.00 | 99.6% | 0.4% |
| | | Poll | 2,696,857.00 | - | - | - | - | - | - |
| | | Postal Ballot (if applicable) | | - | - | - | - | - | - |
| | | Total | 2,696,857.00 | 35,191.00 | 1.30% | 35,055.00 | 136.00 | 99.6% | 0.4% |
| | | Total | 10,260,935.00 | 1,571,895.00 | 21.76% | 1,571,799.00 | 136.00 | 99.99% | 0.01% |
| Whether resolution is Passed or Not | | | | | | | | | |
| Yes | | | | | | | | | |

Note:

- During FY'12, FY'14, FY'15, FY'16, FY'17, FY'18 & FY'19 the Company had issued Non-cumulative Redeemable Preference Shares to its Promoters (Tata Steel Limited & Yodogawa Steel Works Limited). The Company has not been able to pay dividend on these shares for the financial years FY'13, FY'14, FY'15, FY'16, FY'17 & FY'18. Therefore, according to the provision of Section 47 read with other relevant provisions of the Companies Act, 2013 and rules made thereunder, the preference shareholders shall have a right to vote on all the resolutions placed before the meeting, in the same proportion as the paid up capital in respect of equity shares bears to the paid up capital in respect of preference shares. Accordingly, one preference share of Rs.100 each carries 10 votes in proportion to equity share as nominal value of equity shares is Rs.10/- each. Thereby, the Preference Shareholders are entitled to vote on all the resolutions as mentioned above.
- One Preference Shareholders holding 65,00,000 preference shares of Rs. 100/- each casted vote through remote e-voting process. The vote casted for these shares were accordingly considered valid but not included in the above calculation.



SCRUTINIZER'S REPORT

| | |
|-----------------------------|--|
| NAME OF THE COMPANY: | TAYO ROLLS LIMITED (CIN: L27105JH1968PLC000818) |
| MEETING: | 52 nd (Adjourned) Annual General Meeting |
| DATE & TIME: | Friday, 25th September, 2020 at 04:00 P.M. (IST) [hereinafter called "52th (Adjourned) AGM"] held through Video Conferencing ("VC") / Other Audio Visual Means in accordance with the applicable provisions of the Companies Act, 2013 |

1. Appointment as Scrutinizer:

I, Pawan Dalmia of **P. Dalmia & Associates**, Practising Company Secretary, was appointed as Scrutinizer for the remote e-voting as well as poll through e-voting during the 52nd Annual General Meeting ("52nd AGM") of **TAYO ROLLS LIMITED** (hereinafter referred to as "the Company") which was to held on **Friday, 18th September, 2020** but same could not be happened due to lack of quorum and therefore pursuant to Section 103(2)(a) of the Companies Act, 2013 the 52th Annual General Meeting of the members of the Company were adjourned to same day in the next week i.e. **Friday, 25th September, 2020** at the same time i.e. **04:00 P.M.**

Therefore, 52th (Adjourned) Annual General Meeting of the Company held on **Friday, 25th September, 2020 at 04:00 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 ("Act, 2013") and Ministry of Corporate Affairs (MCA) vide General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively and also SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

2. Responsibility of Ensuring Compliance:

The Management of the Company assumes complete responsibility of ensuring compliance of Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as may be necessary and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting and poll through e-voting.

3. Dispatch of Notice Convening the 52th AGM:

The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the Registrar and Share Transfer Agent viz., TSR Darashaw Consultants Private Limited (formerly known as TSR Darashaw Limited*), the Company completed dispatch of the Notice of the 52nd AGM as under:-



P. DALMIA & ASSOCIATES
Practising Company Secretary
Cop No. 10956

CS PAWAN DALMIA
Membership No. FCS 9968



- On, 27th August 2020 by e-mail to 4950 members who had registered their e-mail ids with the Company / Depositories / RTA.
- Newspaper publication regarding dispatch of Notice of 52nd AGM was made in English through the daily newspaper "Financial Express (All India Edition)" dated 03rd September 2020 and in Jamshedpur through "Hindustan hindi (Jamshedpur Edition)" dated 03rd September 2020.

4. **Cut-Off Date:**

The voting rights were reckoned as on **Friday, 11th September, 2020** being the cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and poll through e-voting at the 52nd AGM.

5. **Remote E-Voting and poll through E-Voting :**

5.1. Agency:

The Company had availed the e-voting facility offered by **National Securities Depository Limited (NSDL)** for conducting remote e-voting as well as poll through e-voting during the 52nd Annual General Meeting ("52nd AGM")/ 52th (Adjourned) AGM for those shareholders who did not availed remote e-voting facility.

5.2. Remote e-voting and poll through E-Voting:

Remote e-voting platform was open from **09:00 A.M. IST on Tuesday, 15th September, 2020** till **5:00 P.M. IST on Thursday, 17th September, 2020**. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **11th September, 2020**, were given the facility to cast their votes electronically conveying their assent or dissent in respect of the Resolutions set out in the Notice of the 52nd AGM. Members who were present in the AGM and who did not cast their vote by remote e-voting were given the facility to cast their vote through e-voting facility.

6. **Counting Process:**

The details containing inter-alia, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote, were generated and downloaded from the e-voting website of **NSDL (<https://www.evoting.nsdl.com>)** for remote E-Voting and reports of poll through E-Voting were **unblocked around 5.33 PM on 25th September'2020** after closure of poll through e-voting at **52th (Adjourned) AGM** in the presence of two witnesses who were not in the employment of the Company.

The results were scrutinized to submit the Consolidated Scrutinizer's Report on the said voting results.



P. DALMIA & ASSOCIATES
Practising Company Secretary
Cop No. 10956
CS PAWAN DALMIA
Membership No. FCS 9968



7. Results:

7.1 It was observed that:

- a) Total **37 Members** (holding equity shares) had cast their votes on Item numbers 1 to 3 and **36 Members** (holding equity shares) had cast their votes on Item number 04, through remote E-Voting, poll process through E-Voting in respect of the businesses contained in the notice of 52nd AGM and none of the votes cast by Members were found to be invalid.
- b) None of the members exercised E-Voting for poll during the 52th (Adjourned) AGM.
- c) As per second proviso of the **Section 47 (2)** of the Companies Act, 2013 where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company.

Since, the company has Preference Shareholders whom the Company had not paid any dividend for two years or more, hence they were entitled to vote on all resolution placed before meeting and therefore **1 preference shareholders** holding **65,00,000 preference shares** of Rs. 100/- each was entitled and had cast vote through remote e-voting process.

Accordingly, 1 Preference Shareholder (**Tata Steels Limited – Related Party**) of Rs. 100/- each carries 10 votes in proportion to equity shares as nominal value of preference shares is Rs 100/- each, while nominal value of equity shares is Rs. 10/- each.

7.2 I, submit the consolidated report as under on the Results of the voting through electronic remote E-Voting and poll through E-Voting in respect of Resolutions as contained in **Item No. 1 to Item No. 4 of the Notice dated 30th July, 2020:**

ITEM NO. 1

To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 and the reports of the Board of Directors / Resolution Professional and the Auditors thereon

P. DALMIA & ASSOCIATES
Practising Company Secretary
Cop No. 10956
CS PAWAN DALMIA
Membership No. FCS 9968



Listed Equity Share Capital: (Face Value of Rs. 10/- each)

| PARTICULARS | REMOTE E-VOTING | | E-VOTING DURING THE AGM | | CONSOLIDATED VOTING RESULTS | | |
|--|--------------------------|------------------------------------|--|------------------------------------|--------------------------------|--|--|
| | No. of Members who Voted | No. of shares for which Votes cast | No. of Members who Voted (in person / proxy) | No. of shares for which Votes cast | Total No. of Members who Voted | Total No. of shares for which Votes cast | % of Votes to total number of valid Votes cast |
| Total Votes received | 37 | 7159267 | 0 | 0 | 37 | 7159267 | N.A. |
| Less: Total Number of Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 | N.A. |
| Total Number of Valid Votes | 37 | 7159267 | 0 | 0 | 37 | 7159267 | N.A. |
| Voted in Favour | 16 | 35103 | 0 | 0 | 16 | 35103 | 0.490 |
| Voted Against | 21 | 7124164 | 0 | 0 | 21 | 7124164 | 99.510 |

Note* 99.50% of total no of shares of which vote casted belongs to Related Party
YODOGAWA STEEL WORKS LIMITED – 1536704
TATA STEELS LIMITED – 5587372

Unlisted 8.50% Non- Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100/-)

| PARTICULARS | REMOTE E-VOTING | | E-VOTING DURING THE AGM | | CONSOLIDATED VOTING RESULTS | | |
|--|--------------------------|------------------------------------|--|------------------------------------|--------------------------------|--|--|
| | No. of Members who Voted | No. of shares for which Votes cast | No. of Members who Voted (in person / proxy) | No. of shares for which Votes cast | Total No. of Members who Voted | Total No. of shares for which Votes cast | % of Votes to total number of valid Votes cast |
| Total Votes received | 01 | 6500000 | 0 | 0 | 01 | 6500000 | N.A. |
| Less: Total Number of Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 | N.A. |
| Total Number of Valid Votes | 01 | 6500000 | 0 | 0 | 01 | 6500000 | N.A. |
| Voted in Favour | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Voted Against | 01 | 6500000 | 0 | 0 | 01 | 6500000 | 100 |

NOTE* 6500000 Shares for which votes casted belongs to Tata Steels Limited – Related Party




P. DALMIA & ASSOCIATES
Practising Company Secretary
Cop No. 10956

CS PAWAN DALMIA
Membership No. FCS 9968



ITEM NO. 2

To appoint a director in place of Mr. K. Shankar Marar (DIN- 06656658), who retires by rotation and being eligible, offers herself for reappointment.

Listed Equity Share Capital: (Face Value of Rs. 10/- each)

| PARTICULARS | REMOTE E-VOTING | | E-VOTING DURING THE AGM | | CONSOLIDATED VOTING RESULTS | | |
|--|--------------------------|------------------------------------|--|------------------------------------|--------------------------------|--|--|
| | No. of Members who Voted | No. of shares for which Votes cast | No. of Members who Voted (in person / proxy) | No. of shares for which Votes cast | Total No. of Members who Voted | Total No. of shares for which Votes cast | % of Votes to total number of valid Votes cast |
| Total Votes received | 37 | 7159267 | 0 | 0 | 37 | 7159267 | N.A. |
| Less: Total Number of Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 | N.A. |
| Total Number of Valid Votes | 37 | 7159267 | 0 | 0 | 37 | 7159267 | N.A. |
| Voted in Favour | 34 | 7159196 | 0 | 0 | 34 | 7159196 | 99.999 |
| Voted Against | 03 | 71 | 0 | 0 | 03 | 71 | 0.001 |

Note* 99.50% of total no of shares of which vote casted belongs to Related Party
YODOGAWA STEEL WORKS LIMITED – 1536704
TATA STEELS LIMITED – 5587372

Unlisted 8.50% Non- Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100/-)

| PARTICULARS | REMOTE E-VOTING | | E-VOTING DURING THE AGM | | CONSOLIDATED VOTING RESULTS | | |
|--|--------------------------|------------------------------------|--|------------------------------------|--------------------------------|--|--|
| | No. of Members who Voted | No. of shares for which Votes cast | No. of Members who Voted (in person / proxy) | No. of shares for which Votes cast | Total No. of Members who Voted | Total No. of shares for which Votes cast | % of Votes to total number of valid Votes cast |
| Total Votes received | 01 | 6500000 | 0 | 0 | 01 | 6500000 | N.A. |
| Less: Total Number of Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 | N.A. |
| Total Number of Valid Votes | 01 | 6500000 | 0 | 0 | 01 | 6500000 | N.A. |
| Voted in Favour | 01 | 6500000 | 0 | 0 | 01 | 6500000 | 100 |
| Voted Against | 0 | 0 | 0 | 0 | 0 | 0 | 0 |



NOTE* 6500000 Shares for which votes casted belongs to Tata Steels Limited – Related Party



ITEM NO. 3

Appointment of M/s. RUBS & Co, Chartered Accountants, (Firm Registration Number: FRN O14560C) as a Statutory Auditors of the Company for the financial year ending March 31, 2021.

Listed Equity Share Capital: (Face Value of Rs. 10/- each)

| PARTICULARS | REMOTE E-VOTING | | E-VOTING DURING THE AGM | | CONSOLIDATED VOTING RESULTS | | |
|-------------------------------------|--------------------------|------------------------------------|--|------------------------------------|--------------------------------|--|--|
| | No. of Members who Voted | No. of shares for which Votes cast | No. of Members who Voted (in person / proxy) | No. of shares for which Votes cast | Total No. of Members who Voted | Total No. of shares for which Votes cast | % of Votes to total number of valid Votes cast |
| Total Votes received | 37 | 7159267 | 0 | 0 | 37 | 7159267 | N.A. |
| Less: Total Number of Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 | N.A. |
| Total Number of Valid Votes | 37 | 7159267 | 0 | 0 | 37 | 7159267 | N.A. |
| Voted in Favour | 15 | 35102 | 0 | 0 | 15 | 35102 | 0.490 |
| Voted Against | 22 | 7124165 | 0 | 0 | 22 | 7124165 | 99.510 |

**Note* 99.50% of total no of shares of which vote casted belongs to Related Party
YODOGAWA STEEL WORKS LIMITED – 1536704
TATA STEELS LIMITED – 5587372**



P. DALMIA & ASSOCIATES
Practising Company Secretary
Cop No. 10956
CS PAWAN DALMIA
Membership No. FCS 9968



Unlisted 8.50% Non- Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100/-)

| PARTICULARS | REMOTE E-VOTING | | E-VOTING DURING THE AGM | | CONSOLIDATED VOTING RESULTS | | |
|-------------------------------|--------------------------|------------------------------------|--|------------------------------------|--------------------------------|--|--|
| | No. of Members who Voted | No. of shares for which Votes cast | No. of Members who Voted (in person / proxy) | No. of shares for which Votes cast | Total No. of Members who Voted | Total No. of shares for which Votes cast | % of Votes to total number of valid Votes cast |
| Total Votes received | 01 | 6500000 | 0 | 0 | 01 | 6500000 | N.A. |
| Less: | | | | | | | |
| Total Number of Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 | N.A. |
| Total Number of Valid Votes | 01 | 6500000 | 0 | 0 | 01 | 6500000 | N.A. |
| Voted in Favour | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Voted Against | 01 | 6500000 | 0 | 0 | 01 | 6500000 | 100 |

NOTE* 6500000 Shares for which votes casted belongs to Tata Steels Limited – Related Party

ITEM NO. 4

To approve the Related Party Transactions of Tata Steel Utilities and Infrastructure Services Ltd. (TSUIS) (Formerly known as JUSCO Ltd), during the financial year as it exceeds 10 % of the annual consolidated turnover of the Company

Pawan Dalmia

P. DALMIA & ASSOCIATES
Practising Company Secretary
Cop No. 10956
CS PAWAN DALMIA
Membership No. FCS 9968



Listed Equity Share Capital: (Face Value of Rs. 10/- each)

| PARTICULARS | REMOTE E-VOTING | | E-VOTING DURING THE AGM | | CONSOLIDATED VOTING RESULTS | | |
|-------------------------------------|--------------------------|------------------------------------|--|------------------------------------|--------------------------------|--|--|
| | No. of Members who Voted | No. of shares for which Votes cast | No. of Members who Voted (in person / proxy) | No. of shares for which Votes cast | Total No. of Members who Voted | Total No. of shares for which Votes cast | % of Votes to total number of valid Votes cast |
| Total Votes received | 36 | 1571895 | 0 | 0 | 36 | 1571895 | N.A. |
| Less: Total Number of Invalid Votes | 0 | 0 | 0 | 0 | 0 | 0 | N.A. |
| Total Number of Valid Votes | 36 | 1571895 | 0 | 0 | 36 | 1571895 | N.A. |
| Voted in Favour | 32 | 1571759 | 0 | 0 | 32 | 1571759 | 99.991 |
| Voted Against | 04 | 136 | 0 | 0 | 04 | 136 | 0.009 |

Note* 97.76% of total no of shares of which vote casted belongs to Related Party YODOGAWA STEEL WORKS LIMITED – 1536704

For P. Dalmia & Associates



Place: Kolkata
Date: 26th September, 2020

P. DALMIA & ASSOCIATES
Pawan Dalmia
Proprietor

P. DALMIA & ASSOCIATES
Practising Company Secretary
Cop No. 10956

Pawan Dalmia
Mem. No.: FCS9968
C.P. No.: 10956
UDIN: F009968B000781442

CS PAWAN DALMIA
Membership No. FCS 9968