

Dated: 23.11.2019

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

Re: Proceedings and Voting Results of 51st Annual General Meeting ("AGM") of Tayo Rolls Limited ("the Company") (Scrip Code: 504961)

Dear Sir/ Madam,

The 51st AGM of the Company was held on Thursday, November 21, 2019 at 4.00 p.m. at the Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur – 831 001 to transact the business as mentioned in the Notice dated October 15, 2019 convening the AGM.

In this regard, please find enclosed the following:

- 1. summary of the proceedings of the AGM of the Company as required under Regulation 30, Part-A of schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Annexure A;
- 2. Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations Annexure B;
- 3. -The Scrutinizer's Report dated November 23, 2019, 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.**

The Meeting concluded at 4.45 p.m. (1ST).

The Voting Results along with the Scrutinizer's Report is available on the Company's website at www.tayo.co.in and will also be 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

(Harpreet Kaur Bhamra)

Company Secretary & Compliance Officer

TAYO ROLLS LIMITED



ANNEXURE A

Dated: 23.11.2019

Proceedings of the 51st Annual General meeting of Tayo Rolls Limited held on Thursday, November 21, 2019 at 4.00 p.m. at the Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur – 831 001.

The 51st Annual General meeting ("AGM / Meeting") of Tayo Rolls Limited ("the Company") was held on Thursday, November 21, 2019 at 4.00 p.m. at the Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur – 831 001.

Mr. Anish Agarwal, Resolution Professional chaired the meeting. After declaring the quorum to be present, the Chairman called the Meeting to be in order. With the consent of the shareholders, the Notice convening the Meeting and the Auditors' Report were taken as read.

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 introduced the suspended Directors to the Members. The Chairman, in his opening statement mentioned 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.

The Chairman then informed the Members that in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015, the Company has provided to the Members the facilities to exercise their voting through electronic voting means. Further, he also informed the Members that the facility of physical voting through ballot paper had been made available to those Members who have not cast their vote through electronic means. Further, 3,56,30,000 nos. of Non-Cumulative Redeemable Preference shares of Rs.100/- each issued to promoters on which dividend is due for more than 2 years, have also casted vote through ballot paper.

TAYO ROLLS LIMITED



The Chairman informed the Members that the RP had appointed Mr. Pramod Kumar Singh, of M/s P. K. Singh & Associates, Practicing Company Secretaries, as Scrutinizer to scrutinize and report on the e-voting and physical voting through ballot paper, in a fair and transparent manner.

The Chairman then informed the Members about the businesses to be transacted at the meeting. As per the Notice dated October 15, 2019, convening the 51st Annual General meeting of the Company, the following business was transacted at the Meeting. Whilst the requirement for proposing and seconding the Resolutions were not mandatory under SS-2, the Company voluntarily provided the same at the Meeting.

- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and the Auditors thereon - Ordinary Resolution
- ii. To appoint a Director in place of Mr. Anand Sen (DIN- 00237914), who retires by rotation 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 appoint Mr. Dipak Kumar Banerjee (DIN- 00028123) as an Independent Director
 Special Resolution
- v. To appoint Mr. Sudev Chandra Das (DIN-01072628) as an Independent Director Special Resolution
- vi. To approve Material Related Party transactions for FY 2019-20 Ordinary Resolution

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

Thereafter, the Chairman thanked the 'Tayo Family' for their continued support to the Company and the Management. The meeting concluded by severally authorizing a Director and Company Secretary to carry out the voting process and declare the voting results. 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.

Post the conclusion of the voting at the venue of the meeting, the Scrutinizer's report was received on November 23, 2019

All the resolutions have been passed with the requisite majority.

Yours faithfully

For Tayo Rolls Limited

Harpreet Kaur Bhamra

Company Secretary & Compliance Officer

TAYO ROLLS LIMITED

Regd. Office: 3, Circuit House Area (North-East), Road No. 11, P.O. & P.S. - Bistupur, Jamshedpur-831 001, Jharkhand, INDIA

Works Office: Large Scale Industrial Estate, Gamharia-832 108, Jharkhand, INDIA Office Phone: 91-657-2227821/2423412/6627183, E-mail: tayoregd@tayo.co.in

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

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With the state of the state of the second se	Date of the AGM	Total number of shareholders on record date (No	of shareholders present in the meeting either in person	a) Promoters and Promoter group	a) Public	of shareholders attended the meeting through		
	Date of the AGM	Total number of shareholders on record date (November 15, 2019)	No. of shareholders present in the meeting either in person or through proxy	a) Promoters and Promoter group	b) Public	o. of shareholders attended the meeting through video conferencing	a) Promoters and Promoter group	b) Public

For Tayo Rolls Limited

(Harpfeet Kaur Bhamra) Company Secretary & Compliance Officer



Resolution	Resolution required: (Ordinary / Special)	ial)					Ordinary		
Whether pr	omoter/promoter group a	Whether promoter/promoter group are interested in the agenda/resolution?	ution?				No		
Description	Description of resolution considered				To receive, consic Year ended Mar	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and the Auditors thereon	ted Financial Stat ports of the Boan	tements of the Con d of Directors and	npany for the Financial the Auditors thereon
St 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
			(1)	(z)	001*[(1)/{2)]=(8)	(4)	(5)	(6)=[(4)/(2)]*1.00	(7)=[(5)/(5)]+100
		E-Voting		7,157,976.00	95.28	7,157,976.00	-	100:00	
<	Promoter and Promoter Poll	Poll	7,512,367.00	-		•		0	
¢	Group	Postal Ballot (if applicable)	,			,	•		0
		Total	7,512,367.00	7,157,976.00	95.28	7,157,976.00		100:00	
		E-Voting					-	0	0
٥	O Slie Inchite.	Poll	1,550.00	•		•	٠	0	0
0	ב חבווים ווופרונים ווופרונים וו	Postal Ballot (if applicable)		-		•		0	0
		Total	1,550,00						
		E-Voting		415.00	0.02	415.00	•	100.00	
Ĺ	Bublic, Non Inchibutions	Poll	2,747,018.00	2,744.00	0.10	2,744.00	-	100.00	
J	יר מטוני- ואסוו וווארונמנוטווא	Postal Ballot (if applicable)		-		-	•	0 10 10 10 10 10 10 10 10 10 10 10 10 10	
		Total	2,747,018.00	3,159.00	0.12	3,159.00		100:00	
		Total	10,260,935.00	7,161,135.00	62.69	7,161,135.00		100.00	
Whether re	Whether resolution is Passed or Not						110		Yes

Note:

- 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 vote. Accordingly, the Limited). Company has not been able to pay dividend on these shares for the financial years FY13, FY14, FY15, FY16, FY18. Therefore, according to the provision of Section 47 read with other 1. During FY12, FV14, FV15, FV16, FV17, FV18 & FV19 the Company had issued Non-cumulative Redeemable Preference Shares to its Promoters (Tata Steel Limited & Yodogawa Steel Works Preference Shareholders are entitled to vote on all the resolutions as mentioned above.
- 2. There is total 3,56,30,000 nos. of Non Cummulative Redeemable Preference shares of Rs.100/- each on which dividend is due for more than 2 years, hence vote casted for these shares accordingly considered valid but not included in the above calculation. All the preference shareholders have casted vote in favour.



genda/resolution? To appoint a Director in place of Mr. Ananabeing eligible, offers (a) Total No. of votes poilled shares held polled shares (b) 7,157,976.00 (a) 7,157,976.00 (b) 7,157,976.00 (c) 7,157,976.0			Recolution remitted: (Ordinary / Snecial)		Resolution (2)	(2)		October		
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E-Voting 7,157,976.00 7,157,976.00 - 100,00 Postal Ballot (if applicable) 7,512,367.00 7,157,976.00 - - - 0 F-Voting 1,550.00 - - - 0 0 - Postal Ballot (if applicable) 1,550.00 - - - 0 0 - 0 0 - 0 0 0 - - 0 0 - - 0 0 - - 0 0 - - 0 0 - - 0 0 - - 0 0 - - 0 0 - - 0 0 - - - 0 0 - - - - 0 0 0 - - - - 0 0 - - - 0 0 0 0 0 - - - - -				(1)	(z)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
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Poll 2,747,018.00 2,744,00 0.10 2,744.00 - 100,00 Postal Ballot (if applicable) - - - - 0.1 Total 2,747,018.00 3,159.00 0.12 3,109.00 50.00 Total 10,260,935.00 7,161,135.00 7,161,085.00 50.00 100.00			E-Voting		415.00	0.02	365.00	50.00	87.95	12.05
Postal Ballot (if applicable) - - - 0.12 - 0.12 50.00 98.42 Total 10,260,935.00 7,161,135.00 7,161,085.00 50.00 100.00		Dublic, Non Institutions	Poll	2,747,018.00	2,744.00	0.10	2,744.00		100,00	
Total 2,747,018,00 3,159,00 0,12 3,109,00 50,00 98,42 10,260,935,00 7,161,135,00 7,161,085,00 100,00 Yes	,		Postal Ballot (if applicable)		•		-	•		0
Total 10,260,935,00 7,161,135,00 7,161,085,00 10,00,00 Yes			Total	2,747,018.00	3,159.00	0.12	3,109.00	20.00	24.86	1.58
			Total	10,260,935.00	7,161,135.00	62.69	7,161,085.00	20,00	100:00	00:0
	Whether	resolution is Passed or No							۶	SS

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. Therefore, one preference share vote is equivalent to 10 equity shares vote. Limited). Company has not been able to pay dividend on these shares for the financial years FY'13, FY'15, FY'15, FY'16, FY'17 & FY'18. Therefore, according to the provision of Section 47 read with 1. 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 Accordingly, the Preference Shareholders are entitled to vote on all the resolutions as mentioned above.

2. There is total 3,56,30,000 nos. of Non Cummulative Redeemable Preference shares of Rs.100/- each on which dividend is due for more than 2 years, hence vote casted for these shares accordingly considered valid but not included in the above calculation. All the preference shareholders have casted vote in favour.



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		Resolution required: (Ordinary / Special)	ecial)				Ordinary	Ž.	
	Whether promote	Whether promoter/promoter group are interested in the agenda/resolution?	the agenda/resolution	n?			No		
		Description of resolution considered	pa.		To appoint N	M/s. RUBS & Co, Chartered Accountants, (Firm Registration N O14560C) as Statutory Auditors and to fix their remuneration	rtered Acco y Auditors a	untants, (Fir	To appoint M/s. RUBS & Co, Chartered Accountants, (Firm Registration Number: FRN O14560C) as Statutory Auditors and to fix their remuneration
SI No.	Category	Made 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)	(2)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
		E-Voting		7,157,976.00	95.28	7,157,976.00		100.00	
<	Promoter and	Poll	7,512,367.00	•	•			0	0
(Promoter Group	Postal Ballot (if applicable)			1	•	'	0	0
		Total	7,512,367.00	7,157,976.00	95.28	7,157,976.00		100.00	
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s 		Postal Ballot (if applicable)		-	-	-		0	0
		Total	1,550.00	•	-	-			
		E-Voting		415.00	0.02	363.00	52.00	87 47	12.53
_	Public- Non	Poll	2,747,018.00	2,744.00	0.10	2,744.00		100.00	
ر 	Institutions	Postal Ballot (if applicable)		•		•		0	0
		Total	2,747,018.00	3,159.00	0.12	3,107.00	52.00	98.35	1.65
		Total Englishment	10,260,935.00	7,161,135.00	62.69	7,161,083.00	52.00	100.00	0.00
Whether	Whether resolution is Passed or Not	ot							Yes

Note:

Works Limited). 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 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. Therefore, one preference share vote is 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 1. During FY'12, FY'14, FY'15, FY'17, FY'17, FY'18 & FY'19 the Company had issued Non-cumulative Redeemable Preference Shares to its Promoters (Tata Steel Limited & Yodogawa Steel equivalent to 10 equity shares vote. Accordingly, the Preference Shareholders are entitled to vote on all the resolutions as mentioned above.

2. There is total 3,56,30,000 nos. of Non Cummulative Redeemable Preference shares of Rs. 100/- each on which dividend is due for more than 2 years, hence vote casted for these shares accordingly considered valid but not included in the above calculation. All the preference shareholders have casted vote in favour,



SS	Yes		- 52 - 52 - 52 - 52 - 52 - 52 - 52 - 52					esolution is resset of	Note:
	100,00		7,161,135.00	67,79	7,161,135.00	10,260,935.00			14/hothor
	100:00		3,159.00		3,159,00	2,747,018.00	Total	SHEET SHEET SHEET STATES	
0	0	•	1		ŀ		Postal Ballot (if applicable)	Institutions	
	100:00	_	2,744.00	0.10	2,744.00	2,747,018.00	Poll		U
	100:00	-	415.00	0.02	415.00	-	E-Voting		
		eli:		200		1,550.00			
0	0	-			1		Postal Ballot (if applicable)		ı
0	0	-				1,550.00	Poil	Public- Institutions	8
0	0	-	-		•	•	E-Voting		
200 C	100:00		7,157,976.00	95.28	7,157,976.00	7,512,367.00			
0	0	•	•		1		Postal Ballot (if applicable)	Promoter Group	
0	0	7			•	7,512,367.00	Poll	Promoter and	<
1	100.00		7,157,976.00	95.28	7,157,976.00		E-Voting		
(7)=[(2)/(3)]*100	(6)=[(4)/(2)]*100	(2)	(4)	(3)=[(2)/(1)]*1	(2)	(1)			
% of Votes against on votes polled	% of votes in favour on votes polled	No. of votes – against	No. of votes – in favour	% of Votes polled on outstanding shares	No. of votes polled	No. of shares held	Mode of voting	Category	SI No.
endent Director	28123) as an Indepe	erjee (DIN- 000	To appoint Mr. Dipak Kumar Banerjee (DIN- 00028123) as an independent Director	To appoint I		ם ק	Description of resolution considered		
		No			ın?	ne agenda/resolutic	Whether promoter/promoter group are interested in the agenda/resolution?	Whether promot	
		Special				cial)	Resolution required: (Ordinary / Specia		
					- Resolution (4)				

Note:

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 Works Limited). 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 1. During FY12, FY14, FY15, FY16, FY17, FY18 & FY19 the Company had issued Non-cumulative Redeemable Preference Shares to its Promoters (Tata Steel Limited & Yodogawa Steel 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. Therefore, one preference share vote is equivalent to 10 equity shares vote. Accordingly, the Preference Shareholders are entitled to vote on all the resolutions as mentioned above.

2. There is total 3,56,30,000 nos. of Non Cummulative Redeemable Preference shares of Rs.100/- each on which dividend is due for more than 2 years, hence vote casted for these shares accordingly considered valid but not included in the above calculation. All the preference shareholders have casted vote in favour.



			Resolution (5)	(5)	The second secon		The second secon	The second secon	A CONTROL OF THE PARTY OF THE P
	•	Resolution required: (Ordinary / Special)	cial)			Special	_		
	Whether promoter	Whether promoter/promoter group are interested in the agenda/resolution?	he agenda/resolution?			No			
		Description of resolution considered	pa		To appoint Mr.	To appoint Mr. Sudev C Das (DIN-01072628) as an Independent Director)1072628) a r	s an Indepe	ndent
								% of	% of
					% of Votes polled	of coton to all	No. of	votes in	Votes
SI No.	Category	Mode of voting	No. of shares held	No. of votes polled	on outstanding	No. of votes – in	votes -	favour on against on	against on
					shares	Idvour	against	votes	votes
								polled	polled
			(1)	(2)	(3)=[(5)/(1)]*100	(4)	(2)	(6)=[(4)/(2 (7)=[(5)/(2)]*100) *100	(7)=[(5)/(2
		E-Voting		7,157,976.00	95.28	7,157,976.00	'	100.00	
<		Poll	7,512,367.00			,	'	0	0
ζ.	Fromoter and Promoter Group				•			0	0
		Total States and States	7,512,367.00	7,157,976.00	95.28	7,157,976.00		100.00	
		E-Voting		-	•			0	0
	D. della Jacobiana	Poll	1,550.00	•	- "	-		0	0
۵	Public- institutions	Postal Ballot (if applicable)		-		-	-	0	0
		Total	1,550.00	-			•		1
		E-Voting		415.00	0.02	365.00	50.00	87.95	12.05
Ĺ	Orbital Non lastitudian	Poli	2,747,018.00	2,744.00	0.10	2,744.00	-	100.00	
J	במסור- ואסון ווואנונמנוסוא	Postal Ballot (if applicable)		•		•		0	0
		Letel Jetel	2,747,018.00	3,159.00	0.12	3,109.00	50.00	98.42	1.58
		Total	10,260,935.00	7,161,135.00	62.69	7,161,085.00	20.00	100.00	0.00
Vhether r	Whether resolution is Passed or Not							Yes	S

Whet

- Works Limited). Company has not been able to pay dividend on these shares for the financial years FV'13, FV'14, FV'15, FV'16, FV'17 & FV'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 1. 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 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. Therefore, one preference share vote is equivalent to 10 equity shares vote. Accordingly, the Preference Shareholders are entitled to vote on all the resolutions as mentioned above.
- 2. There is total 3,56,30,000 nos. of Non Cummulative Redeemable Preference shares of Rs.100/- each on which dividend is due for more than 2 years, hence vote casted for these shares accordingly considered valid but not included in the above calculation. All the preference shareholders have casted vote in favour.



1 1 2 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	A STATE OF THE PARTY OF THE PAR		The second secon	Resolution (6)		STATE OF THE PROPERTY OF THE P	principal to the control of the cont	Services of the services of th	A TANADA MANANA
		Resolution required: (Ordinary / Sp.	Special)			0	Ordinary		
	Whether promote	Whether promoter/promoter group are interested in the agenda/resolution?	the agenda/resolu	tion?			Yes		
		Description of resolution considered	red		Toa	To approve Material Related Party transactions for FY 2019-20	Party trans	actions for FY 2019-	20
SL No.	Category	Mode of voting	No. of shares	No. of votes	% of Votes polled on	No. of vates – in	No. of	% of votes in	% of Votes
		0	held	polled	outstanding shares	favour	against	polled	votes polled
			(1)	(2)	(3)=[(2)/(1)]*1 00	(4)	(2)	(6)=[(4)/(2)]*100 (7)=[(5)/(2)] *100	(7)=[(5)/(2)] *100
		E-Voting		1,570,604.00	20.91	1,570,604.00	-	100.00	. 1
٥	Promoter and	Poll	7,512,367.00		•			0	0
:	Promoter Group	Postal Ballot (if applicable)		-				0	0
		Total	7,512,367.00	1,570,604.00	20.91	1,570,604.00	-	100.00	•
		E-Voting		,		-		0	0
8	Public- Institutions	Poll	. 1,550.00				-	0	0
ı		Postal Ballot (if applicable)		-	-	•	,	0	0
		Total	1,550.00	•					
		E-Voting		415.00	0.02	415.00	-	100.00	1
U	Public- Non	Poll	2,747,018.00	2,744.00	0.10	2,744.00		100.00	
	Institutions	Postal Ballot (if applicable)		-	•	1		0	0
		Total	2,747,018.00	3,159.00	0.12	3,159.00		100.00	1
		Total Control	10,260,935.00	1,573,763.00	15.34	1,573,763.00	•	100.00	•
Whether	Whether resolution is Passed or Not	r Not						Yes	

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 1. During FY'12, FY'14, FY'15, 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). 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 the same proportion as the paid up capital in respect of equity shares bears to the paid up capital in respect of preference shares. Therefore, one preference share vote is equivalent to 10 equity shares vote. Accordingly, the Preference Shareholders are entitled to vote on all the resolutions as mentioned above.

2. There is total 20,00,000 nos. of Non Cummulative Redeemable Preference shares of Rs. 100/- each issued to Yodogawa Steel Works(Tata Steel is not considered here since it is related party) on which dividend is due for more than 2 years, hence vote casted for these shares accordingly considered valid but not included in the above calculation. All the preference shareholders (except Tata Steel Limited) have casted vote in favour.





P. K. SINGH & ASSOCIATES COMPANY SECRETARIES

Room No. 309/310, 3rd Floor, Vikash Bhawan (AIADA), Main Road, Adityapur, Jamshedpur - 831013.
Phone: 0657-2370699, 2370440, 6201089433 E-mail: pramodkumar.pcs@gmail.com/amexis.09@gmail.com

Combined Report of Scrutinizer [E-voting and Physical Poll]

[Pursuant to section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and amendment Rule, 2015]

To,
The Resolution Professional / Chairman
TAYO ROLLS Limited (Under CIRP)
Reg. Office: 3, Circuit House Area
(North East), Road No. 11
P.O & P.S. - Bistupur, Jamshedpur.
Jharkhand - 831001.

Dear Sir.

Sub: Combined Scrutinizer's Report on Remote e-voting and Physical Poll at 51st Annual General Meeting of the Members of TAYO ROLLS Limited (Under CIRP) (the "Company") pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

I, Pramod Kumar Singh, partner of M/s P.K. Singh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Director / Resolution Professional of TAYO ROLLS LIMITED, pursuant to Section 108 and 109 of the Companies Act 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize the Poll taken at 51st Annual General Meeting of the Company in respect of the below mentioned resolution passed by the shareholders of TAYO ROLLS Ltd through remote e-voting and Physical Poll at Annual General Meeting, held on 21st Nov, 2019.

The Notice dated 15th Oct, 2019 along with Statement setting out material facts under section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolution passed by shareholders of TAYO ROLLS Ltd. through remote e-voting and Physical Poll at AGM.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided Physical Poll facility at the venue of AGM for those shareholders, who did not availed the e voting facility.

The shareholders of the Company holding shares as on the 'cut off' date 15-11-2019 were entitled to vote on the resolution as contained in the Notice of AGM.

The voting period for remote e-voting commenced on Monday, 18^{th} Nov, 2019 at 09:00 am and ended on Wednesday, 20^{th} Nov, 2019 at 5:00 pm and the NSDL e-voting platform was blocked thereafter.

The votes cast under remote e-voting facility were unblocked after closure of Physical Voting at AGM in the presence of two witnesses who were not in the employment of the Company.

The voting period for Physical Poll commenced at the venue of AGM on start of AGM and ended after submission of ballot in sealed box by shareholders who choose to cast the vote physically and did not exercised voting through E- Voting in relation to these resolutions.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot submitted in Box at AGM.

I now submit my combined Report as under on the result of the remote e-voting and physical poll at AGM in respect of the said Resolutions.

A. Item No. 1 - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors/ Resolution Professional and the Auditors thereon.

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



i. Voted in favour of the resolution:

Method	of	Number		of	Numb	er	of	%	of	total
voting		member	s pi	resent	votes	cast	by	nun	aber o	f valid
		and v	oting	(in	them			vote	es cast	
ļ 		person o	r by p	roxy)						
E-voting			11		. 71,	58,39	1		99.9	6
Polling			32		2	,744			0.04	£
Combine	i		43		71,	61,13	5		100)

ii. Voted against the resolution:

Method	of	Number	of	Numb	er	of	%	of	total
voting	-	members pr and voting person or proxy)		votes them	cast	by	ı	nber of es cast	valid
Polling		0			0			0	
E-voting		0			0			0	
Combined	1	0			0			0	

iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Combined	0 .	·· 0 -

<u>Unlisted Non-Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100 Each)</u>

i. Voted in favour of the resolution:

Method of	Number of	Number of	% of total
voting	members present	votes cast by	number of
}	and voting (in	them	valid votes
	person or by		cast
	proxy)	· · · · · · · · · · · · · · · · · · ·	
E-voting	NA	NA	NA
Poll	02	35,63,00,000	100
Combined	02	35,63,00,000	100



ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	
Poll	0	0	0
E-voting	NA	NA	NA
Combined	0	0	0

iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Poll	0	0
E-voting	NA	NA
Combined	0	0

Overall Summary Report:

Description	No. of Votes	Percentage
No. of Votes casted in Favour	36,34,61,135	100%
No. of Votes casted Against	0	0
Total Valid Votes Casted	36,34,61,135	100%

Result: PASS

B. Item No.2 - Ordinary Resolution

To appoint a Director in place of Mr. Anand Sen (DIN- 00237914), who retires by rotation and, being eligible, offers himself for re-appointment.

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

i. Voted in favour of the resolution:

Method	of	Number	of	Numb	er	of	%	of	total
voting		members	present	votes	cast	by	nun	iber of	valid
		and votin	ng (in	them			vote	s cast	
		person or by	y proxy)						
E-voting		10		71,	58,34	Ĺ		99.96	;
Polling		32		2	,744			0.04	

0 11 1	40	HT 01 00F	*****
Combined	42	71,61,085	100
Companied	T4	1 110 11000	100

ii. Voted against the resolution:

Method o	f Number of	Number of	% of total
voting	members present and voting (in person or by proxy)	votes cast by them	number of valid votes cast
Polling	0	0	0
E-voting	1	50	0
Combined	1	50	0

iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Combined	0	0

<u>Unlisted Non-Cumulative Redeemable Preference Share</u> <u>Capital (Face Value of Rs. 100 Each)</u>

i. Voted in favour of the resolution:

Method	\mathbf{of}	Number	of	Number	of	%	of	total	
voting	٠	members pre	sent	votes cast	by	numl	ber	of	
		and voting	(in	them		valid	3	votes	
		person or	by			cast	*		
		proxy)							
E-votin	g	NA		NA			NA		
Poll	Poll 02		Poll 02		35,63,00,0	00	100)
Combined		02		35,63,00,000			100)	

ii. Voted against the resolution:

Method	of	Number	of	Numb	er	of	%	of	total
voting		members		votes	cast	by	nur	nber	of
		present	and	them			vali	d	votes
		voting (in p	erson				cas	t	
		or by proxy	·)						
Poll		0			0			0	



E-voting	NA	NA	NA
Combined	0	0	0

iii. Invalid votes:

Method of voting	Total number of	Total number of
	members (in person or	votes cast by them
	by proxy) whose votes	
	were declared invalid	
Poll	0	0
E-voting	NA	NA
Combined	0	0

Overall Summary Report:-

Description	No. of Votes	Percentage
No. of Votes casted in Favour	36,34,61,085	100%
No. of Votes casted Against	50	0
Total Valid Votes Casted	36,34,61,135	100%

Result: PASS

C. Item-3 - Ordinary Resolution

To appoint Statutory Auditors and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/s. RUBS & Co, Chartered Accountants, (Firm Registration Number: FRN 014560C), be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s. AMK & Associates, Chartered Accountants, (Firm Registration Number: FRN 327817E), the existing Statutory Auditors of the Company retiring at the conclusion of this Annual General Meeting) from the conclusion of this 51st Annual General Meeting till the conclusion of 52nd Annual General Meeting of the Company, at such remuneration as may be fixed by the Committee of Creditors under section 28(1)(m) of the IBC, 2016 and noted by the Audit Committee."

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



i. Voted in favour of the resolution:

Method of	Number of	Number of	% of total
voting	members present	votes cast by	number of valid
		them	votes cast
	person or by proxy)		
E-voting	10	71,58,339	99.96
Polling	32	2,744	0.04
Combined	42	71,61,083	100

ii. Voted against the resolution:

Method of voting	members present	Number of votes cast by them	
Polling	0	0	. 0
E-voting	2	52	0
Combined	2	52	0

iii. Invalid votes:

Method of voting	Total number of	Total number of votes
	members (in person or	cast by them
	by proxy) whose votes	
	were declared invalid	
Polling	0	0
E-voting	0	0
Combined	0	0 (

<u>Unlisted Non-Cumulative Redeemable Preference Share</u> <u>Capital (Face Value of Rs. 100 Each)</u>

i. Voted in favour of the resolution:

Method o	f	Number	of	Numb	er	of	%	of	total
voting		members	present	votes	cast	by	nun	ıber	of
		and voti	ng (in	them			vali	i	votes
		1	or by				cast		
		proxy)	-						
E-voting		NA		NA			NA		
								A 100 PM	

Poll	02	35,63,00,000	100
Combined	02	35,63,00,000	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll	0	0	0
E-voting	NA	NA	NA
Combined	0	0	0

iii. Invalid votes:

Method of voting	Total number of members (in person or	
	by proxy) whose votes were declared invalid	votes cast by them
Poll	0	0
E-voting	NA	NA
Combined	0	0.

Overall Summary Report:

Description	No. of Votes	Percentage		
No. of Votes casted in Favour	36,34,61,083	100%		
No. of Votes casted Against	52	0		
Total Valid Votes Casted	36,34,61,135	100%		

Result: PASS

D. Item No. 4 - Special Resolution

Appointment of Mr. Dipak Kumar Banerjee (DIN-00028123) as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the



Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dipak Kumar Banerjee (DIN-00028123)), who was appointed as an Independent Director and who holds office of Independent Director up to August 28, 2019 and being eligible, and is recommended by the Nomination & Remuneration Committee for being appointed as Director of the Company pursuant to first proviso to Section 160 of the Companies Act, 2013, was appointed as additional director under section 161 of the Companies Act, 2013 and holds the office till the date of ensuing AGM, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term on the Board of the Company with effect from September 13, 2019 upto February 19, 2021"

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

i. Voted in favour of the resolution:

Method of	Number of	Number of	% of total
voting	members present	votes cast by	number of valid
•	and voting (in	them	votes cast
	person or by proxy)	-	
E-voting	11	71,58,391	99.96
Polling	32	2,744	0.04
Combined	43	71,61,135	100

ii. Voted against the resolution:

Method of voting	members presen	them	% of total number of valid votes cast
Polling	0	0	0
E-voting	0	0	0
Combined	0	0	0



iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Combined	0	0

<u>Unlisted Non-Cumulative Redeemable Preference Share</u> Capital (Face Value of Rs. 100 Each)

i. Voted in favour of the resolution:

Method of voting	members present	Number of votes cast by them	
E-voting	NA NA	NA	NA .
Poll	02	35,63,00,000	100
Combined	02	35,63,00,000	100

ii. Voted against the resolution:

Method voting	of	Number members present voting (in peor by proxy)	and erson	Numbe votes c them		, "	d	total of votes
Poll		0		0)		0	
E-voting		NA:		N.	A		NA	
Combine	d	0	:	0)	 	0	

iii. Invalid votes:

Method of voting	Total number members (in person by proxy) whose vot were declared invalid	or		
Poll	0		0	
E-voting	NA		NA	

Combined	0	0

Overall Summary Report:-

Description	No. of Votes	Percentage
No. of Votes casted in Favour	36,34,61,135	100%
No. of Votes casted Against	0	0
Total Valid Votes Casted	36,34,61,135	100%

Result: PASS

E. Item No. 5 - Special Resolution

Appointment of Sudev Chandra Das (DIN-01072628) as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sudev Chandra Das (DIN- 01072628), who was appointed as an Independent Director and who holds office of Independent Director up to August 28, 2019 and being eligible, and is recommended by the Nomination & Remuneration Committee for being appointed as Director of the Company pursuant to first proviso to Section 160 of the Companies Act, 2013, was appointed as additional director under section 161 of the Companies Act, 2013 and holds the office till the date of ensuing AGM, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term on the Board of the Company with effect from September 13, 2019 upto June 21, 2021"

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

i. Voted in favour of the resolution:

Method of	Number of	Number of	% of total
voting	members present	votes cast by	number of valid
	and voting (in	them	votes cast
·	person or by proxy)		
E-voting	10	71,58,341	99.96
Polling	32	2,744	0.04
Combined	42	71,61,085	100

ii. Voted against the resolution:



Method of	Number of	Number of	% of total
voting	members present and voting (in person or by proxy)	votes cast by them	number of valid votes cast
Polling	0	0	0
E-voting	1	50	0
Combined	1	50	0

iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Combined	0	0

<u>Unlisted Non-Cumulative Redeemable Preference Share</u> <u>Capital (Face Value of Rs. 100 Each)</u>

i. Voted in favour of the resolution:

Method of	Number of	Number of	% of total
voting .	members present	votes cast by	number of
	and voting (in	them	valid votes
	person or by		cast
	proxy)		
E-voting	NA	NA	NA
Poll	02	35,63,00,000	100
Combined	02	35,63,00,000	100

ii. Voted against the resolution:

Method	of	Number	of	Numb	er	of	%	of	total
voting		members		votes	cast	by	nur	nber	of
		present	and	them			vali	id	votes
		voting (in p	erson				cas	t	
		or by proxy)						
Poll		0			0			0	

	proxy)		·
Poll	0	0	0
E-voting	NA	NA	NA
Combined	0	0	0

iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	votes cast by
Poll	0	0
E-voting	NA	NA
Combined	0	0

Overall Summary Report:

Description	No. of Votes	Percentage
No. of Votes casted in Favour	36,34,61,085	100%
No. of Votes casted Against	50	0%
Total Valid Votes Casted	36,34,61,135	100%

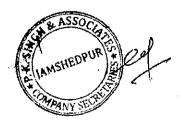
Result: PASS

F. Item No.6 - Ordinary Resolution

6. Approval of Material Related Party Transactions for FY 2019-20:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") read with the rules made there under and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, approval be and is hereby given to the contracts/ arrangements 7 transactions with the Related Parties (as detailed in the explanatory statement to the Notice) which will be carried out in the ordinary course of business and also at arm's length basis for a sum not exceeding Rs 9810 lakh during the financial year 2019-20."



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

i. Voted in favour of the resolution:

ł .	1	Number of	% of total
voting	members present	votes cast by	number of valid
·	and voting (in	them	votes cast
	person or by proxy)		
E-voting	10	15,71,019	99.83
Polling	32	2,744	0.17
Combined	42	15,73,763	100

ii. Voted against the resolution:

Method of voting	members present		% of total number of valid votes cast
<u> </u>	proxy)		
Polling			0
E-voting	0	0	0
Combined	0	0	0

iii. Invalid votes:

Method of voting	Total number of	Total number of votes
	members (in person or	cast by them
	by proxy) whose votes	
•	were declared invalid	ģ.
Polling	0	0
E-voting	0	0
Combined	0	0

<u>Unlisted Non-Cumulative Redeemable Preference Share</u> <u>Capital (Face Value of Rs. 100 Each)</u>

i. Voted in favour of the resolution:

ł	of	Number		of	Numb	er	of	%	of	total
voting	İ	members	pres	sent	votes	cast	by	nur	nber	of
		and vot	ing	(in	them			vali	d	votes
		person	or	by				casi	t	

	proxy)		
E-voting	NA	NA	NA
Poll	01	2,00,00,000	100
Combined	01	2,00,00,000	100

ii. Voted against the resolution:

		1	% of total
voting	members	votes cast by	<u> </u>
		them	valid votes
	voting (in person		cast
	or by proxy)		
Poll	0	0	0
E-voting	NA	NA	NA
Combined	0	0 0	

iii. Invalid votes:

Method of voting	Total number of	Total number of
3.	members (in person or	votes cast by them
	by proxy) whose votes	
	were declared invalid	,
Poll	0	0
E-voting	NA	NA
Combined	0	0

Overall Summary Report:-

Description	No. of Votes	Percentage		
No. of Votes casted in Favour	2,15,73,763	100%		
No. of Votes casted Against	0	0%		
Total Valid Votes Casted	2,15,73,763	100%		

Result:- PASS

Note:-

- 1. One equity shares of Rs. 10 each carries one vote.
- 2. As per the provision of Section 47(2) of the Companies Act, 2013, Every member of a company limited by shares and holding any preference share capital therein shall, in respect of such capital, have a right to vote only on resolutions placed before the company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the company or for the repayment or reduction of its equity or preference share capital and his voting right on

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a poll shall be in proportion to his share in the paid-up preference share

capital of the company:

Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:

Provided further that 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.

- 3. Since 3,56,30,000 Preference shares of Rs. 100/- each was issued before 31st March, 2017 and Company did not paid any dividend to them, hence they are entitled for voting on all the resolutions placed before the member. According their vote considered, which were issued before 31st March, 2017.
- 4. Accordingly one Preference Share of Rs.100 each carries 10 votes in proportion to equity share as nominal value of Preference shares is Rs. 100/- each, while nominal value of equity shares is Rs.10/- each.
- 5. The registers, all other papers and relevant records relating to electronic voting and physical mode were sealed and handed over to the company secretary as authorized by the chairman/ Resolution Professional in this behalf.

Thanking you,

Place: 23/11/2019 Dated: Jamshedpur Yours faithfully, For P.K.Singh & Associates (Company Secretaries)

Pramod Kumar Singh, FCS: 5878 | C.P No.: 19115 Partner

[Name and Signature of the Scrutinizer]