



SL/SHR

24th October, 2019

The Secretary – Listing Department,
Bombay Stock Exchange Limited,
Floor 25, P J Towers,
Dalal Street,
Mumbai – 400 001.

Stock Code: 504961

Website: listing.bseindia

Re: **Notice of the 51st Annual General Meeting ('AGM')**

Dear Sir,

Please find enclosed herewith the Notice of the 51st AGM scheduled to be held on Thursday, 21st November, 2019 at 4.00 p.m. at the Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur – 831 001.

This information is being submitted pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

You are requested to kindly take the same on record.

Yours faithfully,
For TAYO ROLLS LIMITED


(Resolution Professional)

IP Registration No.: IBBI/IPA 001/IP-p00914/2017-18/11520

(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 Interim Resolution Professional, Mrs. Vinita Agrawal, appointed by the National Company Law Tribunal by order dated 05.4.2019, CP(IB)No. 701/KB/2017 and was subsequently confirmed as the Resolution Professional ('RP') by the Committee of Creditors ("COC").)

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

A **TATA** Enterprise

NOTICE

THE FIFTY FIRST ANNUAL GENERAL MEETING OF TAYO ROLLS LIMITED will be held at the Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur – 831 001 on Thursday, November 21, 2019 at 4:00 P.M to transact the following businesses:

Tayo Rolls Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016 in terms of order passed by the Hon'ble National Company Law Tribunal, Kolkata Bench with effect from April 5, 2019. Its affairs, business, and assets are being managed by the Resolution Professional, Vinita Agarwal, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated April 5, 2019, and continued as Resolution Professional by the Committee of Creditors in its meeting held on May 3, 2019 under provisions of the code. In view thereof, the meeting is being convened.

ORDINARY BUSINESS:

1. **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.**
2. **To appoint a Director in place of Mr. Anand Sen (DIN- 00237914), who retires by rotation and, being eligible, offers himself for re-appointment.**
3. **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 O14560C), 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."

SPECIAL BUSINESS:

4. **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"

5. **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"

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 / 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."

NOTES:

- I) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXYFORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- II) The Register of Members and Share Transfer books of the Company will remain closed from Monday, November 18, 2019 till Thursday, November 21, 2019 (both days inclusive)
- III) As per Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the cutoff date for determining the eligibility for remote e-voting or vote at the Annual General Meeting is Friday, November 15, 2019.
- IV) During FY'12, FY'14, FY'15, FY'16, FY'17, FY'18 & FY'19 your Company had issued Non-cumulative Redeemable Preference Shares to its Promoters (Tata Steel Limited & Yodogawa Steel Works Limited). Your 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. 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.
- V) As per the provisions of the Companies Act, 2013, facility for making nomination is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registered Office or the Registrar & Transfer Agents by the Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective depository participants.
- VI) Shareholders holding shares in the physical form are requested to notify/ send the following to TSR Darashaw Limited, the Registrar & Transfer Agents to facilitate better services:
- (i) Any change in their address/ mandate/ bank details and;
 - (ii) Particulars of the bank account in which they wish their dividend to be credited, in case they have not furnished it earlier.
- VII) Members who still have their holdings in physical form are requested to convert them into dematerialized form (under ISIN No. INE895C01011).
- VIII) Pursuant to Section 205A of the Companies Act, 1956, all unclaimed / unpaid dividends up to the financial year ended March 31, 1996 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrant(s) for the said period, are requested to forward their claims in prescribed Form to The Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to:
- Office of the Registrar of Companies,
Bihar & Jharkhand,
Mourya Lok, 'A' Block (4th Floor),
Dak Bungalow Road,
Patna -800 001.
- Consequent upon amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investors Education and Protection Fund (IEPF) set up by the Government of India and no payments shall be made in respect of any such claims by the IEPF.
- Accordingly, the Company has transferred to the IEPF all unclaimed/unpaid dividends in respect of the financial years 1995-96 to 2007-08. Currently the Company doesn't have any outstanding amount, which warrants transfer to the IEPF account.
- IX) SEBI vide its circular ref no. MRD/DoP/ Cir-05/2009 dated 20.05.2009 has clarified that for securities market transactions and off- market/ private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish a copy of the PAN Card to the Company/ RTA for registration of such transfer of shares irrespective of the amount of such transaction.
- All intended transferee(s) are, therefore, requested to furnish a self- certified copy of their PAN Card along with the relevant transfer deed for registration of transfer of shares. Please note that the shares lodged for transfer without self-certified copy of PAN Card of the transferee(s) shall be returned under objection.
- X) Survivor(s) of the deceased shareholders are advised to forward their request with full details and supporting documents

to the Registrar & Transfer Agents of the Company, for early transmission of Shares.

- XI) Members desirous of any additional information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
- XII) In accordance with Section 20 of the Companies Act, 2013 read with Rule 35 the Companies (Incorporation) Rules, 2014, the Annual Reports are sent by electronic mode to those members whose email-ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their email –ids are requested to register the same with TSR Darashaw Limited, the Registrars and Transfer Agents of the Company.
- XIII) Members are requested to bring the admission slips along with their copies of the Annual Report to the meeting.
- XIV) Process for members opting for e-voting:

The instructions and the procedure for the e-voting are as follows:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and read with Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their rights at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Monday, November 18, 2019 (9:00 am) and ends on Wednesday, November 20, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, November 15, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Tayo Rolls Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested



- specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pramodkumar.pcs@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
- EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, November 15, 2019.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, November 15, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or dtambe@tsrdarashaw.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800 222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Pramod Kumar Singh, Practicing Company Secretary, Partner, M/s P. K. Singh & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall at the end of discussion on the resolutions on which voting is to be held at the AGM allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.tayo.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Jamshedpur
 October 15, 2019
 Registered Office:
 3, CH Area (NE), Road No.11, Bistupur,
 Jamshedpur- 831 001

For Tayo Rolls Limited
 (Company under Corporate Insolvency
 Resolution Process)
 (Harpreet Kaur Bhamra)
 Company Secretary & Compliance Officer



Important Communication to members

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. We are sure, that as a responsible citizen, you will wholeheartedly support this initiative and will co-operate with the Company in implementing the same.



ANNEXURE TO NOTICE

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 ("Act") the following Explanatory Statements set out all material facts relating to the special business mentioned in Item Nos. 4 to 6.

Item No. 4:

Mr. Dipak Kumar Banerjee has been a Non-Executive Director of the Company since 02.07.2018 and is considered as an Independent Director under Regulation 16 (b) of the SEBI (LODR) Regulations, 2015. He is a Chartered Accountant and started his executive career with Life Insurance Corporation in 1970. In the year 1975, he joined Hindustan Lever Limited. His tenure in HLL included a two year stint in Nigeria. In 1992, he was appointed Commercial Director of Unilever Plantation Group in London. From 1993-97 he was Commercial Officer- Africa and Middle East group of Unilever, London. In 1997, he became the Chairman of Unilever Uganda and Horn of Africa. Currently, Mr. Banerjee is on the Board of several companies.

As per the provisions of Section 149 of the Companies Act, 2013 which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term of five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Dipak Kumar Banerjee has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act 2013.

The matter regarding appointment of Mr. Dipak Kumar Banerjee as additional Independent Director was placed before the Nomination & Remuneration Committee, which commended his appointment as an additional Independent Director up to February 19, 2021.

In the opinion of the Board, Mr. Dipak Kumar Banerjee fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Dipak Kumar Banerjee as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Dipak Kumar Banerjee is interested and concerned in the Resolution mentioned at Item No.4 of the Notice. Other than Mr. Deepak Kumar Banerjee, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.4 of the Notice.

Item No. 5:

Mr. Sudev Chandra Das has been a Non-Executive Director of the Company since 25.04.2013 and is considered as an Independent Director under Regulation 16 (b) of the SEBI (LODR) Regulations, 2015. He is a Master in Economics. He began his career with the State Bank of India as probationary officer and elevated to Chief General Manager of State Bank of India. Thereafter, he was appointed as the Executive Director of Securities and Exchange Board of India (SEBI) in 2003 till 2006. Mr. Das shared his knowledge and professional expertise with Calcutta Business School and other renowned Management Schools. Mr. Sudev Chandra Das has more than 40 years of experience in Banking, Finance and Securities markets. Mr. Das is on the Board of several companies.

As per the provisions of Section 149 of the Companies Act, 2013 which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term of five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Sudev Chandra Das has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act 2013.

The matter regarding appointment of Mr. Sudev Chandra Das as additional Independent Director was placed before the Nomination & Remuneration Committee, which commended his appointment as an additional Independent Director up to June 21, 2021.

In the opinion of the Board, Mr. Sudev Chandra Das fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sudev Chandra Das as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Sudev Chandra Das is interested and concerned in the Resolution mentioned at Item No.5 of the Notice. Other than Mr. Sudev Chandra Das, no other Director, Key Managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

Item No. 6:

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Companies (Meetings of Board and its Powers) Rules, 2014, all material related party transactions require approval of the shareholders. Transaction(s) with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transaction(s) during the financial year exceeds 10 % of the annual consolidated turnover of the Company as per last audited financial statements of the Company. Accordingly, the turnover for FY'19 was approx. Rs. 42 lakh and 10% of which is equal to

Rs.4.2 lakh.

The expected transactions during FY'20 with the following related parties are likely to be more than 10% of the consolidated turnover of the Company for FY'19. Hence, it is proposed to secure approval of the shareholders by way of ordinary resolution.

SI	Description	Details
a.	Name of related the party	Tata Steel Limited
b.	Name of the Director or Key Managerial Person who is related, if any	None
c.	Nature of relationship	Tata Steel Ltd is a holding Company having 54.45% shares in the paid-up capital of the Company.
d.	Nature, material terms, monetary value and particulars of the contract or arrangement	<p>Services Availed:</p> <ul style="list-style-type: none"> ➤ Availing services towards Security/Township/ Power , etc. ➤ Value – Rs. 100 Lakh ➤ Charges are uniform for all group companies. ➤ Tata Steel is the only reliable service provider in the area for the above services. <p>Inter Corporate Deposits (ICD) with interest</p> <ul style="list-style-type: none"> ➤ Roll over of ICD with accumulated interest thereon ➤ Principal Rs 6700 lakh plus accumulated interest approx. Rs 3000 lakh aggregating to Rs 9700 lakh ➤ Interest Rate – not exceeding 13% ➤ Tenure - 1 year
e.	Any other information relevant or important for the members to take decision on the resolution	<ul style="list-style-type: none"> ➤ Tayo is not in position to raise/obtain funds from any external sources, but it requires funds to discharge its financial commitments, to the extent possible, towards its various stakeholders. TSL, as the parent entity, has been requested to provide necessary funds as part of its shareholder service, solely in its capacity as the parent company.

Sl.	Description	Details
a.	Name of related party	JUSCO Ltd
b.	Name of the Director or Key Managerial Person who is related, if any	None
c.	Nature of relationship	JUSCO Ltd is a 100% subsidiary of Tata Steel Limited.
d.	Nature, material terms, monetary value and particulars of the contract or arrangement	<ul style="list-style-type: none"> ➤ Availing Power from JUSCO. ➤ Value – Rs. 10 Lakh. ➤ Company has entered into a power agreement for supply of electricity. ➤ JUSCO charges a rate as finalised by JSERC.
e.	Any other information relevant or important for the members to take decision on the resolution	JUSCO's quality of power supply is better and cheaper than the JSEB, the other licensee in the area.

According to the provisions of Section 188 of the Companies Act, 2013 read with Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling under the definition of "Related Party" under Section 2(76) of the Companies Act, 2013, irrespective of the fact whether the entity is a related party to the transaction or not, shall abstain from voting on resolution mentioned at Item No. 6 of the Notice.

The proposed resolution is in the interest of the Company and your Directors commend resolution at Item No. 6 for your approval. None of the Directors and the Key Managerial Personnel of the Company including their relatives are concerned or interested in aforesaid resolution.

Jamshedpur
October 15, 2019
Registered Office:
3, CH Area (NE), Road No.11, Bistupur,
Jamshedpur- 831 001

For Tayo Rolls Limited
(Company under Corporate Insolvency
Resolution Process)
(Harpreet Kaur Bhamra)
Company Secretary & Compliance Officer

Details of Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting

(Pursuant to Regulation 36(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Anand Sen
DIN	00237914
Date of birth	17.09.1959
Date of appointment	18.01.2008
Expertise in specific functional areas	In the area of Marketing and Sales, Strategy and Business Leadership.
Qualifications	Metallurgical Engineer, from IIT, Kharagpur, MBA from IIM, Kolkata and executive MBA from CEDEP at INSEAD.
Directorship held in other Public Companies (excluding Foreign Companies) as on March 31, 2019	The Tinsplate Co. of India Limited Tata Bluescope Limited Jamshepur Continuous Annealing Processing Co. Pvt. Ltd. Nat Steel Asia & NatSteel Holdings Pte. Ltd. Tata Steel BSL Limited Tata Steel Processing & Distribution Limited
Chairmanship/Membership of committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on March 31, 2019	The Tinsplate Co. of India Limited – Stakeholders Grievances' Committee – Member Tata Steel BSL Limited- Stakeholders Grievances' Committee – Member Nat Steel Asia & Nat Steel Holding Pvt. Ltd. Audit Committee Member
Shareholding in the Company as on March 31, 2019	Nil
Relationship between Directors inter-se Category	None Promoter, Non- Independent, Non-Executive Chairman.
Name of Director	Mr. Dipak Kumar Banerjee
DIN	00028123
Date of birth	19.02.1946
Date of appointment	02.07.2008
Expertise in specific functional areas	Financial & General Management
Qualifications	Chartered Accountant
Directorship held in other Public Companies (excluding Foreign Companies) as on March 31, 2019	DIC India Limited TM International Logistics Ltd. Tata Sponge Iron Limited Mjunction Services Ltd. Tinsplate Co. of India Ltd Shristi Infrastructure Development Corporation Ltd. TKM Global Logistics Ltd. Rupa & Co. Ltd. A Trends Limited
Chairmanship/Membership of committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on March 31, 2019	DIC India Limited – Audit Committee – Chairman SRC- Member TM International Logistics Ltd. – Audit Committee - Chairman Tata Sponge Iron Limited – Audit Committee - Member Mjunction Services Ltd. – Audit Committee - Chairman Tinsplate Co. of India Ltd – Audit Committee - Chairman Shristi Infrastructure Development Corporation Ltd – Audit Committee - Member TKM Global Logistics Ltd. – Audit Committee - Member Rupa & Co. Ltd.- Audit Committee - Member A Trends Limited.- Audit Committee - Member
Shareholding in the company as on March 31, 2019	Nil
Relationship between Directors Inter-Se Category	None Independent, Non-Executicve Director



Name of Director	Mr. Sudev Chandra Das
DIN	01072628
Date of birth	21.06.1946
Date of appointment	25.04.2013
Expertise in specific functional areas	Banking, Finance and Securities Market
Qualifications	Master in Economics
Directorship held in other Public Companies (excluding Foreign Companies) as on March 31, 2019	Indian Steel & Wire Products Ltd.
Chairmanship/Membership of committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on March 31, 2019	Indian Steel & Wire Products Ltd. – Audit Committee – Chairman
Shareholding in the Company as on March 31, 2019	NIL
Relationship between Directors inter-se	None
Category	Independent, Non- Executive Director

Jamshedpur
October 15, 2019
Registered Office:
3, CH Area (NE), Road No.11, Bistupur,
Jamshedpur- 831 001

For Tayo Rolls Limited
(Company under Corporate Insolvency
Resolution Process)
(Harpreet Kaur Bhamra)
Company Secretary & Compliance Officer