

27th August, 2020

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 52<sup>nd</sup> Annual General Meeting ('AGM')**

Dear Sir,

Please find enclosed herewith the Notice of the 52<sup>nd</sup> AGM scheduled to be held on Friday, September 18, 2020 at 4.00 p.m. through Video Conferencing ("VC") / other Audio Visual means ("OAVM")

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

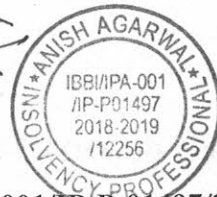
You are requested to kindly take the same on record.

Yours faithfully,  
For TAYO ROLLS LIMITED

(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.)

## TAYO ROLLS LIMITED

(Company under Corporate Insolvency Resolution Process)

### NOTICE

NOTICE IS HEREBY GIVEN THAT THE 52ND ANNUAL GENERAL MEETING OF THE MEMBERS OF TAYO ROLLS LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 18, 2020 AT 04.00 P.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESSES:

#### BACKGROUND:

This is to apprise the members that Tayo Rolls Limited is under Corporate Insolvency Resolution Process which was admitted vide an order passed by the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench dated April 5, 2019 under the provisions of the Insolvency and Bankruptcy Code 2016 ("Code / IBC"), pursuant thereto, on the same date i.e. April 5, 2019 Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench appointed Mrs. Vinita Agrawal as Interim Resolution Professional (IRP) who was subsequently confirmed as Resolution Professional (RP) by Committee of Creditors (COC), constituted under IBC in their meeting held on May 3, 2019. Mrs. Vinita Agrawal, in her capacity as RP, has taken control and custody of the management and operations of the company with effect from April 5, 2019.

Consequent to a petition filed by COC, the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench passed an order on October 30, 2019 and appointed Mr. Anish Agarwal (IP Registration No.: IBBI/IPA-001/IP-P-01497/2018-2019/12256) as Resolution Professional in place of Mrs. Vinita Agrawal.

Jharkhand Biji Vitran Nigam Limited (JBVNL) has submitted the Resolution Plan as per the terms and condition as specified in Request for Resolution Plan and Form G within the time limit to resolve this company and the same was approved by Committee of Creditors (COC) in their 12th Committee of Creditors meeting held on February 21, 2020 and declared as passed with 92.45 % of voting shares.

Subsequently, on February 24, 2020 the Application for Approval of Resolution Plan under section 30(6) and section 31(1) of the Insolvency and Bankruptcy Code, 2016 read with regulation 39 of IBBI (Insolvency Resolution Process For Corporate Person) Regulation, 2016 was filed by the Resolution Professional with Honorable National Company Law Tribunal (NCLT) Kolkata for its approval which is still awaited.

#### ORDINARY BUSINESS:

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 ; and in this regard, pass the following Resolution(s) as an Ordinary Resolution(s):

"RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended on March 31, 2020 and the reports of the Board of Directors / Resolution Professional and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint Mr. K. Shankar Marar (DIN- 06656658), who retires by rotation as a Director and in this regard, pass the following Resolution(s) as an Ordinary Resolution(s):

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. K. Shankar Marar (DIN-06656658), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the company, liable to retire by rotation."

3. To appoint Statutory Auditors of the company for the financial year ending March 31, 2021 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 there under (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 from the conclusion of this 52nd Annual General Meeting till the conclusion of 53rd Annual General Meeting of the Company, at the same remuneration as was fixed by the Committee of Creditors (COC) under section 28(1)(m) of the IBC, 2016 during the CIRP and noted by the Audit Committee."

#### SPECIAL BUSINESS:

4. To Consider and approve Related Party Transactions and 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. 10.00 Lakhs ( Rupees Ten Lakhs ) during the financial year 2020 - 2021".

Any related party transaction to be entered in the financial year 2020 - 2021 which is during the Corporate Insolvency Resolution Process (CIRP) should be made only for the essential services in terms of Section 14(2) of the Insolvency & Bankruptcy Code, 2016.

RESOLVED FURTHER THAT the Board of Directors / Resolution Professional of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary to settle any question, difficulty, or doubt that may arise with regard to giving effect to above Resolution.”

**NOTES:**

- I) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- II) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- III) The Register of Members and Share Transfer books of the Company will remain closed from Saturday, September 12, 2020 till Friday, September 18, 2020 (both days inclusive)
- IV) 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, September 11, 2020.
- V) 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 and FY’19. Therefore, according to the provision of Section 47 read with other relevant provisions of the Companies Act, 2013 and rules made there under, the preference shareholders shall have a right to vote on all the resolutions placed before the meeting which would affect their rights or are in relation to winding up or reduction of capital of the Company, 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.
- VI) 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.
- VII) Shareholders holding shares in the physical form are requested to notify/ send the following to TSR Darashaw Consultants Private Limited (formerly known as 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.
- VIII) Members who still have their holdings in physical form are requested to convert them into dematerialized form (under ISIN No. INE895C01011).
- IX) 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,  
Jharkhand,  
4th Floor, Mangal Tower,  
Kantatoli, Lalpur,  
Ranchi, Jharkhand 834001

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.

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 earmarked bank account. The balance outstanding in the separate IEPF account is due to claims are pending for disposal as because of dispute.

- X) 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.

- XI) 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.
- XII) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Wednesday, September 16, 2020 through email on investors\_helpdesk@tayo.co.in. The same will be replied by the Company suitably.
- XIII) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019 - 2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019 - 2020 will also be available on the Company's website [www.tayo.co.in](http://www.tayo.co.in), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.
- XIV) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
- XV) 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 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.
- III. The remote e-voting period commences on Tuesday, September 15, 2020 (9:00 am) and ends on Thursday, September 17, 2020 (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, September 11, 2020, 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.

#### IV. THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE AGM

##### The instructions for remote e-voting before the AGM are as under:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

##### Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at

<https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box

8. Now, you will have to click on "Login" button

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.



3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for remote e-voting during the AGM are as under:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (iii) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM again.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e voting.

#### V. Process for members attending the AGM through VC/OAVM :

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsd.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [investors\\_helpdesk@tayo.co.in](mailto:investors_helpdesk@tayo.co.in) latest by 5 p.m. (IST) on Wednesday, 16th day of September, 2020.
- (vi) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [investors\\_helpdesk@tayo.co.in](mailto:investors_helpdesk@tayo.co.in) latest by 5 p.m. (IST) on Wednesday, 16th day of September, 2020. The same will be replied by the company suitably.
- (vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (viii) When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- (ix) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
- (x) Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/ 022-24994545.



- 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](http://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, September 11, 2020.
- 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, September 11, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [dtambe@tsrdarashaw.com](mailto: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](http://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 i.e. Friday, September 11, 2020 only, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- XIII. Mr. Pawan Dalmia, Practicing Company Secretary, Proprietor, M/s P. Dalmia & 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. General Guidelines for Shareholders:**

- i. 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 [cs.pawandalmia@gmail.com](mailto:cs.pawandalmia@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com) to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the download section of [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or call on toll free no.: 1800-222-990 or send a request to or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at telephone no. 022- 24994360/022 24994545 or at E-mail id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- XV. OTHER INSTRUCTIONS:
- I. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman / Resolution Professional or a person authorized by him in writing, who shall countersign the same.
- II. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.tayo.co.in](http://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.

Ranchi

July 30, 2020

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

For Tayo Rolls Limited

Anish Agarwal  
Resolution Professional  
IBBI/IPA-001/IP-P-01497/2018 -2019/12256



## **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 no. 4.

#### Item No. 4:

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'2019 - 2020 was Rs. Nil and Other Income is Approximate Rs. 46.61 Lakhs and 10% of annual turnover is equal to Rs. Nil.

The expected transactions during FY' 2020 - 2021 with the following related parties are likely to be more than 10% of the consolidated turnover of the Company for FY'2020 - 2021. Hence, it is proposed to secure approval of the shareholders by way of ordinary resolution.

As the company is under CIRP, The Resolution Professional communicated vide letter dated 22.11.2019 to the Key Managerial Personnel to collect the information of the Fixed Assets of the company and directed to handover all the movable and immovable assets in the possession of Resolution Professional. The Resolution Professional could not take the possession of the factory premises as the factory of the company has no separate access and the same is surrounded by Tata Growth Shop (TGS) whose security is managed by TATA Steel Limited. The RP has physical possession of only Guest House and Registered office of the company which is in Kolkata and Jamshedpur respectively. Regarding the possession of the factory premises of the company, the RP has already filed 19(2) application under the IBC before the Hon'ble NCLT Kolkata, bench on 19.12.2019 which is still pending for disposal.

The Resolution Professional wrote a letter to Tata Steel Utilities and Infrastructure Services Ltd. (TSUIS) (Formerly Jamshedpur Utility & Services Company Limited) and mentioned that as per Regulation 32 of the Insolvency And Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, as supply of Electricity comes under the definition of essential goods and services and not to take any step to discontinue the electricity connection from the works office and Registered office for which the company will pay the charges under essential items as CIRP cost as per the utility bills.

SI No.	Description	Details
a.	Name of related party	Tata Steel Utilities and Infrastructure Services Ltd. (TSUIS) Formerly known as JUSCO Ltd
b.	Name of the Director or Key Managerial Person who is related, if any	None
c.	Nature of relationship	TSUIS 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"> <li>➤ Availing Power from TSUIS Ltd.</li> <li>➤ Value – Rs. 10.00 Lakh.</li> <li>➤ Company has entered into a power agreement for supply of electricity.</li> <li>➤ TSUIS Ltd. charges a rate as finalised by JSERC.</li> </ul>
e.	Any other information relevant or important for the members to take decision on the resolution	TSUIS'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. 4 of the Notice.

The proposed resolution is in the interest of the Company and your Directors / the Resolution Professional commend resolution at Item No. 4 for your approval. None of the Directors or Key Managerial Personnel or the Resolution Professional of the Company including their relatives are concerned or interested in aforesaid resolution.

Ranchi

July 30, 2020

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

For Tayo Rolls Limited

Anish Agarwal  
Resolution Professional  
IBBI/IPA-001/IP-P-01497/2018 -2019/12256

## 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. K. Shankar Marar
DIN	06656658
Date of birth	19.11.1969
Date of appointment	07.08.2017
Expertise in specific functional areas	TQM practices in strategy formation, deployment and planning (Hosin Kanri) and a patent holder for business Planning framework
Qualifications	Metallurgical Engineer from NIT, Rourkela & Business Management from Symbiosis School of Management
Directorship held in other Public Companies (excluding Foreign Companies) as on March 31, 2020	NIL
Chairmanship/Membership of committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee) as on March 31, 2020	NIL
Shareholding in the Company as on March 31, 2020	Nil
Relationship between Directors inter-se	None
Category	Promoter, Non- Independent, Non-Executive Director.

Ranchi

July 30, 2020

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