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Date.....

Secretarial compliance report of TAYO ROLLS LIMITED for the year ended 31.03.2020

I Pawan Dalmia practising Company secretary have examined:

- (a) all the documents and records made available to us and explanation provided by [●] **TAYO ROLLS LIMITED** "the listed entity",
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity **WWW. TAYO.CO.IN**
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2020 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the **Securities Contracts (Regulation) Act, 1956** ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) **Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) **Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;**
- (f) **Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) **Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;**
- (i)(other regulations as applicable) and circulars/ guidelines issued thereunder;

(Note: The aforesaid list of Regulations is only illustrative. The list of all SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added.)



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Practising Company Secretary
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and based on the above examination, I/We hereby report that, during the Review Period:

J) The Corporate Insolvency Resolution Process (CIRP) has been initiated against the Company vide an order passed by NCLT Kolkata dated 05.04.2019. Pursuant to this order, the powers of the Board of Directors stand suspended and was exercised by Mrs. Vinita Agrawal, the Interim Resolution Professional (IRP) appointed by the NCLT who was consequently 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 30.10.2019 and has 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.

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations! circulars! guidelines including specific clause)	Deviations	Observations! Remarks of the Practising Company Secretary
1.	Clause 17(1)(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Women Independent Director Mrs. Ramya Hariharan resigned from the close of Business hours of October 20, 2019. Such vacancy have not been filled up as on March 31, 2020	Pursuant to commencement of the CIR process of the Company, the powers of the Board stand suspended and are to be exercised by the interim resolution professional or resolution professional, as the case may be, in accordance with the provisions of the Code. Further, in terms of the SEBI LODR Regulations, a company undergoing CIR process is not required to comply with Regulation 17 of the SEBI LODR Regulations dealing with the requirement of composition of the board of directors
2.	Clause 17(1)(b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Independent Directors does not comprises of half of the Board strength	

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard



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Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations! remarks of the Practising Company Secretary, if any.
1	BSE	First Quarter Results submitted by RP on 16.10.2019 i.e. After the Due Date	A Penalty of Rs 3,65,800/- Including GST was paid	NO

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

(Note:

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.

2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations.

E.g. In the report for the year ended 31st Mar, 2020, the PCS shall provide a list of:

- all the observations in the report for the year ended 31st Mar, 2020 along with the actions taken by the listed entity on those observations.
- the observations in the reports pertaining to the year ended 31st Mar, 2020 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.)

Place: KOLKATA
Date: 29/06/2020

Signature: 
CS PAWAN DALMIA
Membership No. FCS 9968

Name of the Practising Company Secretary PAWAN DALMIA
ACS/ FCS No.: FCS
C P No.: 10956
MEMBERSHIP NO 9968
UDIN number F009968B000397751

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