

Dated: 20.09.2018

To,
The Secretary –Listing Department,
Bombay Stock Exchange Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Re: Voting results of 50th Annual General Meeting ("AGM") of Tayo Rolls Limited ("the Company") (Scrip Code: 504961)

Dear Sir/ Madam,

The 50th AGM of the Company was held on Tuesday, September 18, 2018 at 11.00 a.m. at the Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur – 831 001 to transact the business as mentioned in the Notice dated August 8, 2018, convening the AGM.

In this regard, please find enclosed the following:

 Report of the Scrutinizer dated September 19, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

The voting Results along with the Scrutinizer's Report dated September 19, 2018 is also made available on the Company website at www.tayo.co.in

This is for your information and records please.

Yours faithfully, For Tayo Rolls Limited

Harpreet Kaur Bhamra Company Secretary &

Compliance Officer

Encl: As above

TAYO ROLLS LIMITED



P. K. SINGH & ASSOCIATES COMPANY SECRETARIES

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

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

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

To,
The Chairman
TAYO ROLLS LIMITED
3, Cicuit House Area
(North- East), Road No.11
PO & PS – Bistupur,
Jamshedpur- 831001

Dear Sir,

Sub: Combined Scrutinizer's Report on Remote e-voting, and Poll at 50th Annual General Meeting of the Company pursuant to the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 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 Directors of Tayo Rolls Limited pursuant to Section 108 & 109 of the Companies Act 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize the Poll taken at 50th 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 Poll at 50th Annual General Meeting, held on Tuesday, 18th Sep, 2018.



The Notice dated 08th Aug, 2018 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 evoting, and 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 voting by physical poll facility at the venue of 50th AGM to the shareholders who do not have access or choose to vote physically.

The shareholders of the Company holding shares as on the 'cut off' date Tuesday, 11-09-2018 were entitled to vote on the resolution as contained in the Notice of AGM.

The voting period for remote e-voting commenced on Saturday, 15th Sep, 2018 at 09:00 am and ended on Monday, 17th Sep, 2018 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 are not in the employment of the Company.

The voting period for Physical Poll commenced at the venue of 50th 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 50th AGM.

I now submit my combined Report as under on the result of the remote e-voting and physical poll at 50th AGM in respect of the said Resolutions.

a. Item No. 1

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 and the reports of the Board of Directors and the Auditors thereon – Ordinary Resolution

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

i. Voted in favour of the resolution:

Method			ř.	of	Numb	er	of	%	of	total
voting		member	s pre	esent	votes	cast	by	nun	nber o	f valid
		and v	oting	(in	them			vote	es cast	
		person o	or by pro	oxy)						
E-voting			6		55,8	87,742	2		78.3	8
Polling		43		15,41,658		8	21.62		2	
Combined	1	49		71,29,400			100			

ii. Voted against the resolution:

Method	of	Number	of	Number	of	%	of	total
voting		members pre	sent	votes cast	by	num	ber o	f valid
		and voting	(in	them		vote	s cast	19.1
		person or	by		į.			ts yr
		proxy)				9		
Polling		0		0		3	0	
E-voting	g 0		0		0			
Combined	ł	0		0		. 7	0	(%

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	9	209
E-voting	0	0
Combined	9	209



<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 cas	t by	num	ber	of
		and votin	ng (in	them		valid	ł	votes
		person o proxy)	or by			cast		
E-voting	3	NA		NA			NA	
Poll		02		25,10,00	,000		100)
Combine	d	02		25,10,00	000		100)

ii. Voted against the resolution:

Method	of	Number	of	Number of		%	of	total	
voting		members		votes	cast	by	nur	nber	of
		present	and	them			vali	d	votes
3		voting (in p	erson				cast	t	
860	æ	or by proxy)						
Poll		0			0		0		125
E-voting	5	NA		NA N		NA			
Combine	d	0		9,	0		0		161

iii. <u>Invalid votes</u>:

Method of voting	Total number of	
10	members (in person or	votes cast by them
	by proxy) whose votes	- 40 M
	were declared invalid	7.00
Poll	0	0
E-voting	NA	NA
Combined	0	0

Overall Summary (Equity + Preference) Report:-

Description	No. of Votes	Percentage
No. of Votes casted in Favour	25,81,29,400	100
No. of Votes casted Against	0	0
Total Valid Votes Casted	25,81,29,400	100



b. Item No.2

<u>To Re-Appoint Statutory Auditors M/s. AMK & Associates for the Financial Year 2018-19 and to fix their Remuneration – Ordinary Resolution</u>

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

i. Voted **in favour** of the resolution:

Method of		Numb	er		of	Numb	er	of	%	of	total
voting		memb	ers	pre	sent	votes	cast	by	nun	nber o	f valid
		and	votir	ng	(in	them			vote	s cast	
		persor	n or by	pro	xy)						31
E-voting			6			55,	87,742	2		78.3	8
Polling			43			15,	41,65	8		21.6	2
Combined	1	_	49			71,	29,40	0	100		ì

ii. Voted **against** the resolution:

Method	of	Number	of	Numb	er	of	%	of	total
voting		members pand voting person or proxy)	g (in	votes them	cast	by	-	ber o	f valid
Polling		0			0		4.5	0	
E-voting		0			0			0	
Combine	Combined 0			0		0			

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	9	209
E-voting	0	0
Combined	9	209



<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 pr	esent	votes ca	st by	nun	nber	of
		and voting	(in	them		vali	d	votes
		person or	by			cast	;	
		proxy)						
E-voting	g	NA		NA		NA		
Poll		02		25,10,00,000		100		
Combine	ed	02		25,10,00	0,000	0 100)

ii. Voted against the resolution:

Method	of	William Control of the Control of th	of	Numb	er	of	%	of	total
voting		members		votes	cast	by	nun	nber	of
		present	and	them			vali	d	votes
3		voting (in p	erson				cast	5	
		or by proxy)	10						3
Poll		0			0		×	0	
E-voting	5	NA		I	NA		NA		
Combine	d	0			0		0		355

iii. <u>Invalid votes:</u>

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

Overall Summary (Equity + Preference) Report:-

Description	No. of Votes	Percentage
No. of Votes casted in Favour	25,81,29,400	100
No. of Votes casted Against	0	0
Total Valid Votes Casted	25,81,29,400	100

Retirement by rotation

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

RESOLVED THAT Mr. Yoshikazu Miyasaka (DIN: 07125432) a Director liable to retire by rotation, who does not offer himself for re-appointment, be not reappointed as a Director of the Company and the vacancy, so caused on the Board of the Company, be not filled up.

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	s pre	esent	votes	cast	by	nun	nber o	f valid	
		and vo	oting	(in	them			vote	es cast		
		person or	r, by pro	oxy)							
E-voting	5		6		55,8	87,742	2		78.3	8	
Polling		43		43		15,41,658		8	21.62		2
Combine	d		49		71,	29,40	0		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		0	0	0
Combine	d	0	0	0

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	9	209
E-voting	0	0
Combined	9	COCIAT 209

<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 pre	sent	votes cast	by	numb	oer	of
100.10		and voting	(in	them		valid		votes
		person or proxy)	by			cast		
E-voting	g	NA		NA			NA	
Poll		02		25,10,00,	000		100)
Combine	ed	02		25,10,00,000 100)		

ii. Voted against the resolution:

Method	of	Number	of	Numb	er	of	%	of	total
voting		members	c 20	votes	cast	by	nun	nber	of
		present	and	them			valie	d	votes
**		voting (in p	erson				cast		×
		or by proxy))	18				7	
Poll		0			0			0	51
E-voting	5	NA]	NA			NA	V.
Combine	d	0		0		0			

iii. Invalid votes:

Method of voting	Total number of	Total number of
5	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 (Equity + Preference) Report:-

Description	No. of Votes	Percentage
No. of Votes casted in Favour	25,81,29,400	100
No. of Votes casted Against	0	0
Total Valid Votes Casted	25,81,29,400	100CIATE

d. Item No. 4

To appoint Mr. K.Shankar Marar (DIN-06656658) as Director.

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

RESOLVED that Mr. Shankar Marar (DIN- 06656658), who was appointed as an Additional Director of the Company with effect from August 7, 2017 under section 161 of the Companies Act, 2013, and who holds office up to the date of forthcoming Annual General Meeting of the Company and is recommended by the Nomination & Remuneration Committee for being appointed as Director of the Company pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

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		memb	ers	pre	sent	votes	cast	by	nun	nber o	f valid		
		and	voti	ng	(in	them			vote	es cast	13		
		person	or by	y pro	oxy)								
E-votin	g		6			55,	87,74	2		78.3	8		
Polling	g	43		43		43		15,41,658		8		21.6	2
Combin	ed		49		49		71,29,400			100) 11		

ii. Voted against the resolution:

Method	of	Number	of	Numb	er	of	%	of	total
voting		members pand votin person or proxy)	g (in	votes them	cast	by	- m 2	ber o	f valid
Polling		0			0			0	
E-voting		0			0			0	
Combine	d	0		94	0			0	

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	9	209
E-voting	0	0
Combined	9	209

<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	Numb	er	of	%	of	total
voting		members p	present	votes	cast	by	nun	nber	of
		and votin	g (in	them		12	vali	d	votes
		person of	r by				cast	;	
		proxy)							
E-voting	g	NA		N	IA			NA	
Poll		02		25,10,	,00,0	00		100)
Combined 02			25,10,	,00,0	00	100			

ii. Voted against the resolution:

Method	of	Number	of	Number	C	of	%	of	total
voting		members		votes ca	ast	by	num	ber	of
04.44		present an	nd	them			valid	d	votes
		voting (in perso	on				cast		
		or by proxy)		18					
Poll		0		0				0	is us
E-voting	5	NA	NA		NA				
Combined		0		0	1		0		15

iii. Invalid votes:

0	0
NA	NA
0	0
	were declared invalid 0

Overall Summary (Equity + Preference) Report:-

Description	No. of Votes	Percentage
No. of Votes casted in Favour	25,81,29,400	100
No. of Votes casted Against	0	0
Total Valid Votes Casted	25,81,29,400	100

e. Item No. 5

Ratification of Material Related Party Transactions for FY 2017-18:

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 ratify the contracts/ arrangements for availing Inter Corporate Deposits (ICDs) for an amount of Rs. 700 lakh only from the Related Parties (as detailed in the explanatory statement to the Notice) which were carried out in the ordinary course of business and were also at arms length basis during the financial year 2017-18.

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 tota		
voting		members present		votes	votes cast by		number of valid		
		and voting (in toperson or by proxy)		them			votes cast		
E-voting	5	5			370			0.02	12
Polling	Polling		2	15,41,458 99.98		3			
Combined 4		7	15,	41,82	8	.00	100	11	

ii. Voted against the resolution:

Method	of	Number	of	Number of		of	%	of	total
voting		members pre and voting person or proxy)	sent (in by	votes them	cast	by		nber of	f valid
Polling		0			0			0	
E-voting	į	0			0			0	
Combined	1	0			0		-	0	

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	10	409
E-voting	0	COCIATE 0
Combined	10	409

<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	of	Number	of	Number	of	%	of	total
voting		members pr and voting person or		votes cast	t by	num valid		of votes
E-voting		proxy)		NA			NA	
Poll		01		200,00,0	000		100	•
Combined 01			200,00,0		100			

ii. Voted against the resolution:

Method	of.	Number	of	Numb	er	of	%	of	total
voting		members		votes	cast	by	num	ber	of
(3)44-21		present	and	them			valid	1	votes
		voting (in p	erson	2.			cast		55.5
		or by proxy)						
Poll		0			0	į	2 2	0	
E-voting	5	NA		I	NA		NA		
Combine	d	0			0		,	0	

iii. Invalid votes:

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

Overall Summary (Equity + Preference)Report:-

Description	No. of Votes	Percentage
No. of Votes casted in Favour	2,15,41,828	100
No. of Votes casted Against	0	0
Total Valid Votes Casted	2,15,41,828	100

f. Item No.6

Approval of Material Related Party Transactions for FY 2018-19:

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 arms length basis for a sum not exceeding Rs 9670 lakh during the financial year 2018-19.

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	s pro	esent	votes	cast	by	nun	nber o	f valid
		and v	oting	(in	them			vote	es cast	
		person or by proxy)					14			
E-voting	5		5			370			0.02	
Polling	Polling 42			1541458			99.98			
Combine	oined 47 15,41,828		5	100	, w					

ii. Voted against the resolution:

Method	of	Number	of	Numb	er	of	% of	total
voting		members p and voting		votes them	cast	by	number of votes cast	valid
		person or proxy)	by					
Polling		1			200		100	
E-voting		0			0		0	
Combined		1			200		100	

Method of voting	Total number of members (in person or	A STATE OF THE PARTY OF THE PAR
	by proxy) whose votes were declared invalid	, s
Polling	9	209
E-voting	0	0
Combined	9	209

<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	Numb	er	of	%	of	total
voting		members	present	votes	cast	by	num	ber	of
		and voti	ng (in	them			valid	d	votes
		person proxy)	or by				cast		
E-voting	3	NA		I	NA			NA	\
Poll		02		200,	00,00	00		100)
Combine	d	02		200,	00,00	00		100)

ii. Voted against the resolution:

Method	of	Number	of	Numb	er	of	%	of	total
voting		members present voting (in p or by proxy		votes them	cast	by	nur vali cas	id	of votes
Poll		0 by proxy	,	18	0			0	18
E-voting	5	NA		1	NA			NA	-
Combine	d	0			0			0	

iii. Invalid votes:

Method of voting	Total number of members (in person or 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 100		
No. of Votes casted in Favour	2,15,41,628			
No. of Votes casted Against	200	0		
Total Valid Votes Casted	2,15,42,828	100		

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.

Equity shareholders shall have a right to vote on every resolution while preference shareholders shall have a right to vote only on those resolutions which directly affect the rights attached to their preference shares and, any resolution for the

- o winding up of the company or
- o for the repayment or reduction of its equity or preference share capital and their voting right shall be in proportion to their shares in the paid-up preference share capital of the company:

First proviso to Section 47(2) states 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. Accordingly one Preference Share of Rs.100 each carries 10 votes in proportion to equity share.
- 4. There is total 2,51,00,000 no of Non Cumulative Redeemable Preference Shares of Rs. 100/- each on which dividend is due for more than 2 Years, hence vote casted for these shares accordingly and considered valid.



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 in this behalf.

Thanking you,

Place: 19/09/2018 Dated: Jamshedpur

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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]