



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:

1. 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

H Kaur
Harpreet Kaur Bhamra
Company Secretary &
Compliance Officer

Encl: As above



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 : 91-657-2227821/6508041/2220472, E-mail : tayoregd@tayo.co.in
Website : www.tayo.co.in, Corporate Identity Number : L27105JH1968PLC000818

A **TATA** Enterprise



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, Circuit 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.

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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 e-voting, 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 of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	6	55,87,742	78.38
Polling	43	15,41,658	21.62
Combined	49	71,29,400	100

ii. Voted against the resolution:

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

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	9	209
E-voting	0	0
Combined	9	209



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

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	NA	NA	NA
Poll	02	25,10,00,000	100
Combined	02	25,10,00,000	100

ii. Voted against the resolution:

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

iii. Invalid votes :

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

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

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

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	6	55,87,742	78.38
Polling	43	15,41,658	21.62
Combined	49	71,29,400	100

ii. Voted against the resolution:

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

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	9	209
E-voting	0	0
Combined	9	209



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

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	NA	NA	NA
Poll	02	25,10,00,000	100
Combined	02	25,10,00,000	100

ii. Voted against the resolution:

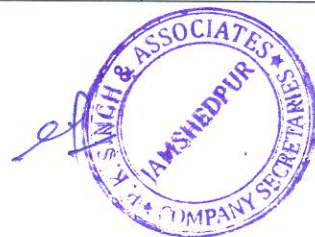
Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Poll	0	0	0
E-voting	NA	NA	NA
Combined	0	0	0

iii. Invalid votes :

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



c. Item- 3

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:

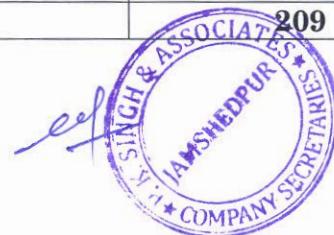
Method of voting	Number of members present and voting (in person or, by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	6	55,87,742	78.38
Polling	43	15,41,658	21.62
Combined	49	71,29,400	100

ii. Voted **against** the resolution:

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

iii. **Invalid** votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	9	209
E-voting	0	0
Combined	9	209



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

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	NA	NA	NA
Poll	02	25,10,00,000	100
Combined	02	25,10,00,000	100

ii. Voted against the resolution:

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

iii. Invalid votes :

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



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 voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	6	55,87,742	78.38
Polling	43	15,41,658	21.62
Combined	49	71,29,400	100

ii. Voted **against** the resolution:

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

iii. **Invalid** votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	9	209
E-voting	0	0
Combined	9	209



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

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	NA	NA	NA
Poll	02	25,10,00,000	100
Combined	02	25,10,00,000	100

ii. Voted against the resolution:

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

iii. Invalid votes :

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



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 voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	370	0.02
Polling	42	15,41,458	99.98
Combined	47	15,41,828	100

ii. Voted **against** the resolution:

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

iii. **Invalid** votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	10	409
E-voting	0	0
Combined	10	409



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

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	NA	NA	NA
Poll	01	200,00,000	100
Combined	01	200,00,000	100

ii. Voted against the resolution:

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

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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:

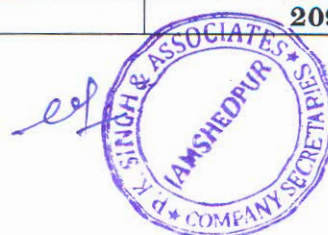
Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	370	0.02
Polling	42	1541458	99.98
Combined	47	15,41,828	100

ii. Voted **against** the resolution:

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

iii. **Invalid** votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	9	209
E-voting	0	0
Combined	9	209



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

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	NA	NA	NA
Poll	02	200,00,000	100
Combined	02	200,00,000	100

ii. Voted against the resolution:

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

iii. Invalid votes :

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

Overall Summary Report:-

Description	No. of Votes	Percentage
No. of Votes casted in Favour	2,15,41,628	100
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

- winding up of the company or
- 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



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]