



SL/SHR/8/

August 17, 2018

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

Stock Code: 504961

Website: listing.bseindia.com

Re: Declaration of results of Postal Ballot of Tayo Rolls Limited

Dear Sir/ Madam,


This is in continuation of our letter dated July 19, 2018, enclosing the Postal Ballot Notice dated July 9, 2018 along with the Explanatory Statement seeking approval of the shareholders for the following Resolution:

- Filing of application for Corporate Insolvency Resolution Process U/s 10 of the Insolvency and Bankruptcy Code 2016 as amended

In accordance with regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the aforesaid Resolutions have been approved by the shareholders of the Company with the requisite majority. The approval is deemed to have been received on the last date for receipt of duly completed Postal Ballot forms and e-voting i.e. Aug 17, 2018

The Scrutinizer Report dated Aug 17, 2018 along with the voting result on the Postal Ballot and e-voting is enclosed herewith.

Yours faithfully,
For Tayo Rolls Limited


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 Postal Ballot)

[Pursuant to section 108 & 110 of the Companies Act, 2013 and rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014]

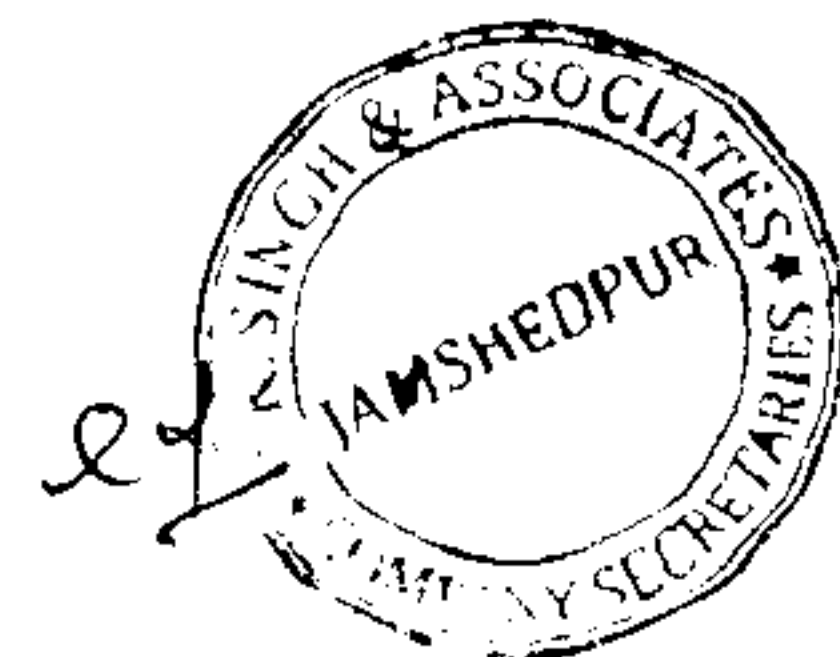
To,

**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 Postal Ballot Forms pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

I, P.K. 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 of the Companies Act 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize the postal ballot forms received from the shareholders in respect of the below mentioned resolution passed by the shareholders of Tayo Rolls Ltd through remote e-voting & Postal Ballot.



The Notice dated 09th July, 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 & Postal Ballot.

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 postal ballot forms to the shareholders who do not have access to remote e-voting facility.

The shareholders of the Company holding shares as on the 'cut off' date 06/07/2018 were entitled to vote on the resolution as contained in the Notice of the Postal Ballot.

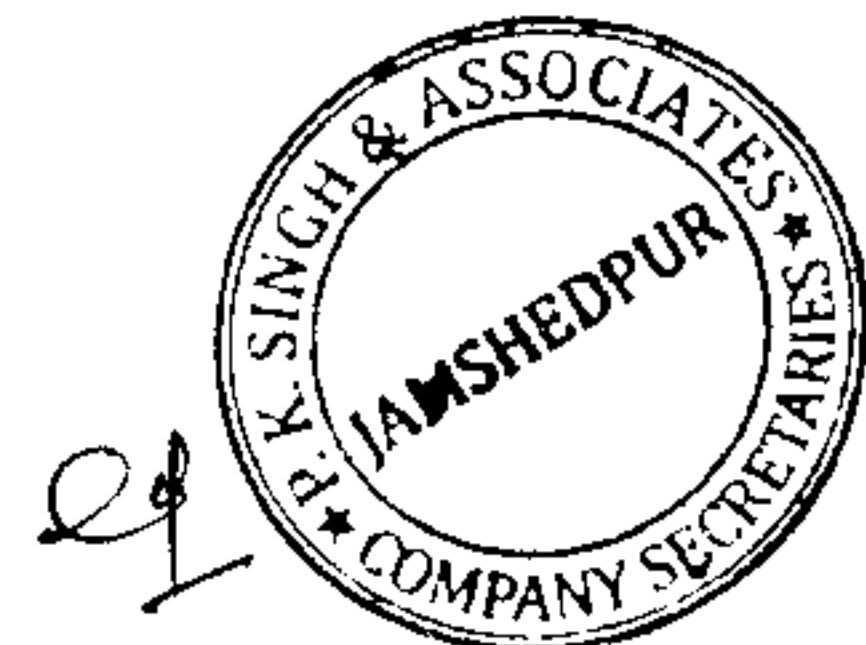
The voting period for remote e-voting conducted and the NSDL e-voting platform was commenced on 19th July, 2018 at 9:00am and ended at 05.00 pm on 17th August, 2018 and blocked thereafter.

After the closure of the e-voting and Postal Ballot received till 05 pm 17th August, 2018, the report on voting was generated in my presence and the voting was diligently conducted.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who are not in the employment of the Company. Votes cast through Postal Ballot forms received, were also opened by me in the presence of two witnesses.

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 forms received, respectively.

I now submit my combined Report as under on the result of the remote e-voting and postal ballot forms in respect of the said Resolutions.



a. **Item No. 1**

1. Filing of application for Corporate Insolvency Resolution Process U/s 10 of the Insolvency and Bankruptcy Code 2016 as amended:

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

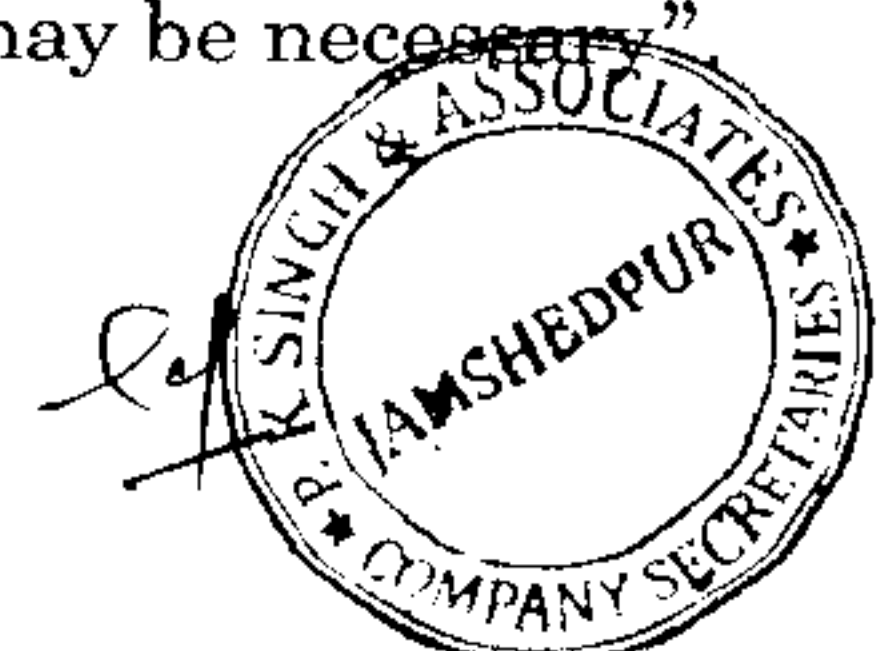
“RESOLVED that pursuant to the amendment under Section 10 of Insolvency and Bankruptcy Code, 2016 approval is hereby granted for filing application before the Adjudicatory Authority appointed under the Insolvency and Bankruptcy Code, 2016 (“Code”) for initiating the Corporate Insolvency Resolution Process in respect of Tayo Rolls Limited

RESOLVED further that Mr. K. Shankar Marar, Director, and Mr. Suresh Padmanabhan, Deputy Chief Financial Officer of the Company, be and are hereby jointly and severally authorised to make an application before the Adjudicatory Authority appointed under the Insolvency and Bankruptcy Code, 2016 (“Code”) for initiating the Corporate Insolvency Resolution Process in respect of Tayo Rolls Limited, in terms of Section 10 of the Code as amended, by making the application under Insolvency and Bankruptcy (Application to Adjudicating Authority) Rules, 2016, accompanied with documents and records required therein and as specified in the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, and by paying the relevant application fees.

RESOLVED further that Mr. K. Shankar Marar, Director, and Mr. Suresh Padmanabhan, Deputy Chief Financial Officer of the Company, be and are hereby jointly and severally authorised to accept the service of process on behalf of the Company.

RESOLVED further that Mr. K. Shankar Marar, Director, and Mr. Suresh Padmanabhan, Deputy Chief Financial Officer of the Company, be and are hereby jointly and severally authorised to file affidavit in support of the application.

RESOLVED further that Mr. K. Shankar Marar, Director and Mr. Suresh Padmanabhan, Deputy Chief Financial Officer of the Company be and are hereby jointly and severally authorized to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the resolutions being contemplated herein above and to do everything that is necessary and required in connection with such application, including acceptance of notice and do all such acts, deeds, matters, as may be necessary.”



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

i. Voted in favour of the resolution:

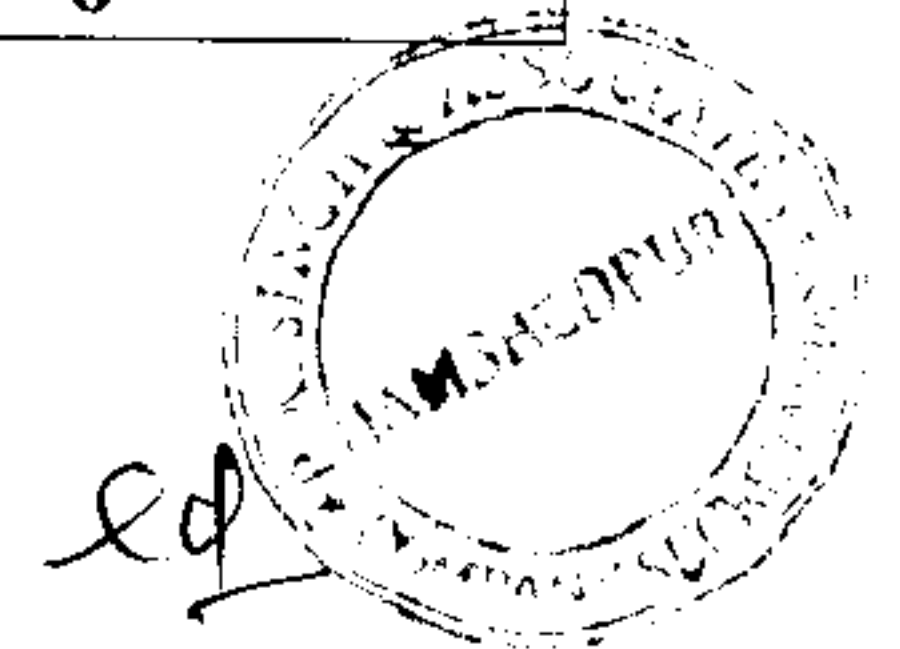
Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	17	55,88,989	78.43
Postal	5	15,36,930	21.57
Combined	22	71,25,919	100

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
Postal	2	300	10.34
E-voting	10	2600	89.66
Combined	12	2900	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
Postal	0	0
E-voting	0	0
Combined	0	0



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

i. Voted in favour of the resolution:

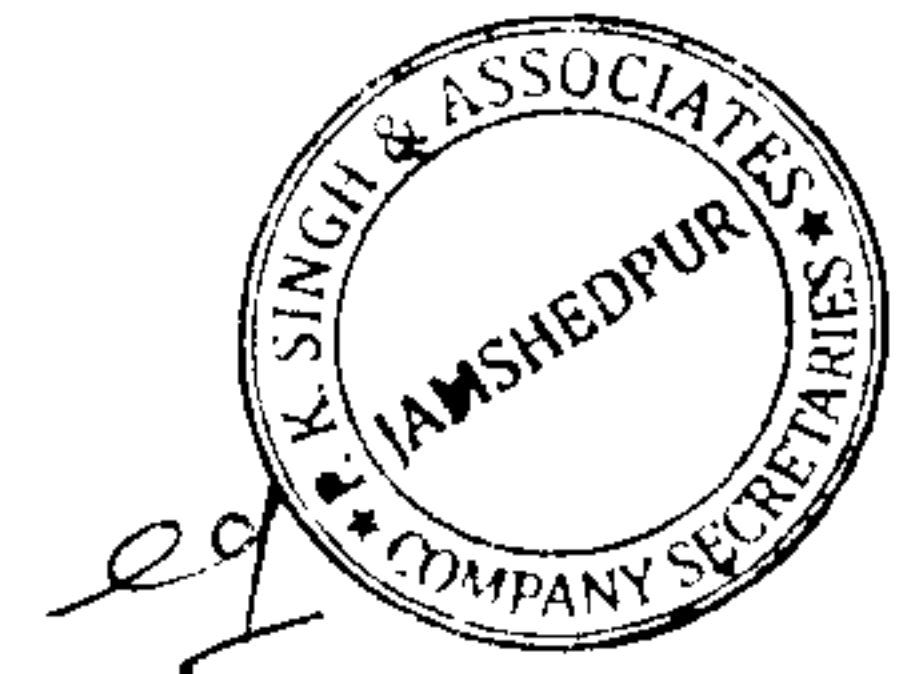
Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
Postal	02	36,13,00,000	100
Combined	02	36,13,00,000	100

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
Postal	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
Postal	0	0
E-voting	0	0
Combined	0	0



Overall Summary Report:-

Description	No. of Votes	Percentage
No. of Votes casted in Favour	36,84,25,919	99.99%
No. of Votes casted Against	2,900	0.01%
Total Valid Votes Casted	36,84,28,819	100%

Note:

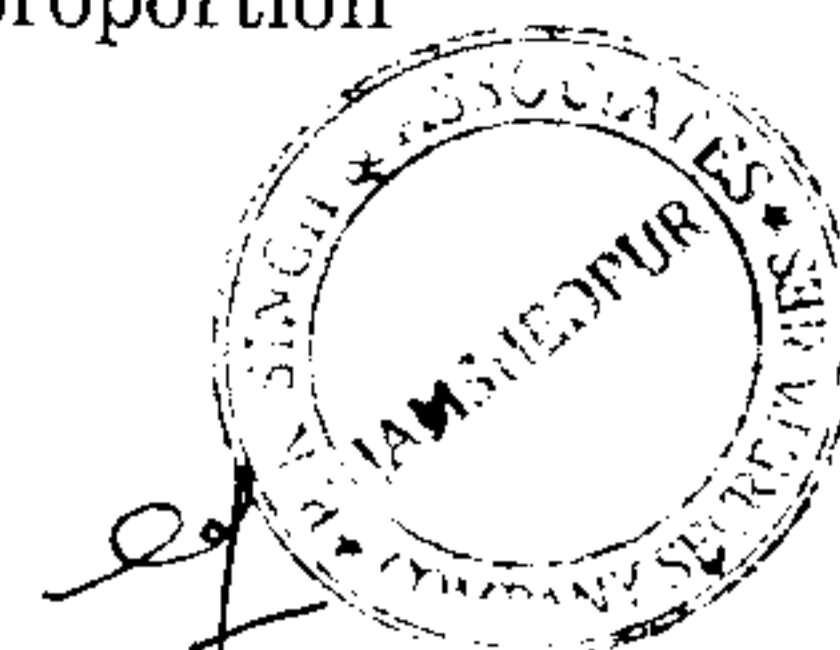
1. One equity shares of Rs. 10 each carries one vote.
2. As per the provision of **Section 47(2) of the Companies Act, 2013.**

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.

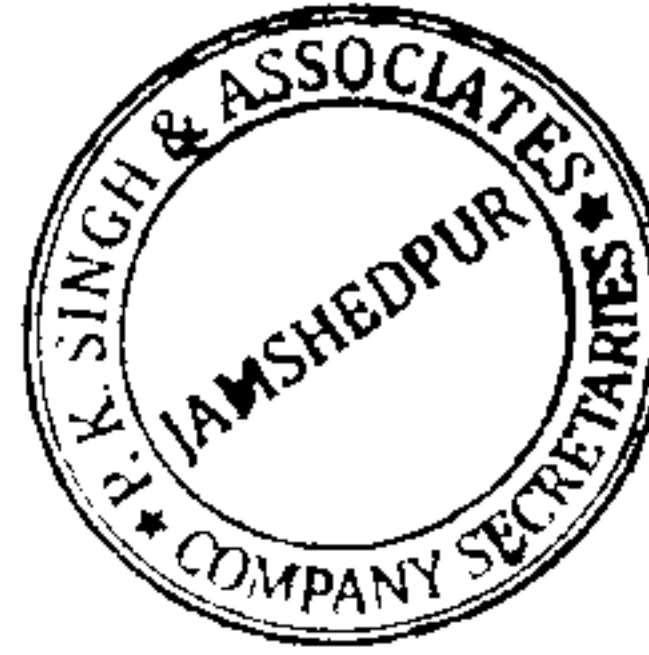
3. Since this resolution may lead to winding up of the Company, hence preference shareholders are entitled to vote on.
4. Accordingly one Preference Share of Rs.100 each carries 10 votes in proportion to equity share.



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: Jamshedpur
Dated: 17/08/2018



Yours faithfully,

A handwritten signature in black ink, appearing to read "Pramod" followed by a horizontal line.

Pramod Kumar Singh
Practicing Company Secretary
FCS No. 5878 | CP No. 19115

[Name and Signature of the Scrutinizer]