

**TAYO ROLLS LIMITED**

A **TATA** Enterprise



# 51<sup>st</sup> ANNUAL REPORT 2018 -19



## Board of Directors

(As on 15.10.2019)



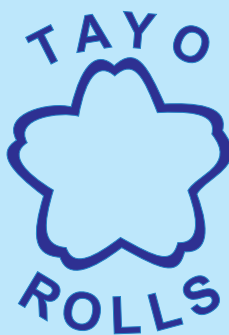
Anand Sen  
(Chairman)



Dipak K. Banerjee



Sudev C. Das



V. S. N. Murty



Ramya Hariharan



K. Shankar Marar

## Management Team

(As on 15.10.2019)

Mr. P. D. Mundhra	-	Chief Executive Officer
Mr. Suresh Padmanabhan	-	Dy. Chief Financial Officer
Mr. Yaswant Kumar Pandey	-	Dy. General Manager (HR&A)
Ms. Harpreet Kaur Bhamra	-	Company Secretary & Compliance Officer

### REGISTERED OFFICE

3, Circuit House Area  
(North-East), Road No. 11,  
PO & PS -Bistupur,  
Jamshedpur - 831 001,  
Jharkhand, India

### BANKERS

Bank of India  
IDBI Bank Ltd  
State Bank of India  
HDFC Bank Ltd  
Axis Bank Ltd

### STATUTORY AUDITORS

M/s AMK & Associates  
Chartered Accountants

### SECRETARIAL AUDITORS

M/s P. K. Singh & Associates  
Company Secretaries

### REGISTRAR & TRANSFER AGENTS

TSR Darashaw Limited  
6-10 Haji Moosa Patrawala Industrial Estate  
20, Dr. E.Moses Road  
Mahalaxmi, Mumbai-400 011

### INVESTORS' DEDICATED E-MAIL

investors\_helpdesk@tayo.co.in

Honorable National Company Law Tribunal (NCLT), Kolkata vide order dated 5th April, 2019 has admitted the initiation of Corporate Insolvency Resolution Process (CIRP) under Section 9 of the Insolvency and Bankruptcy Code, 2016 (IBC) in respect of the Company. By the said order, NCLT, Kolkata, has declared Moratorium and public announcement in accordance with Section 13 & 15 of the Insolvency & Bankruptcy Code, 2016 and has appointed Mrs. Vinita Agrawal having Registration No. IBBI/IPA-001/IP-P00914/2017-2018/11520 as an Interim Resolution Professional (IRP) and continued as Resolution Professional as appointed by the Committee of Creditors in its meeting held on May 3, 2019 under provisions of the code

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Annual General Meeting is on Thursday November 21, 2019 at the Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur 831 001 at 4.00 p.m. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.

## Chairman's Statement

Dear Shareholders,

You are well aware of the challenges faced by your Company in the past. The overcapacity situation in the Roll and Forging industry, delayed technology absorption for next generation rolls, unavailability of future financing etc are a few factors that have led to severe financial constraints leading to continued cash losses and erosion of net worth of the Company.

As a result, your Company filed application in July 2017 before National Company Law Tribunal (NCLT) Kolkata u/s 10 of the Insolvency and Bankruptcy Code 2016 (IBC) seeking Corporate Insolvency Resolution Process (CIRP).

Honorable National Company Law Tribunal (NCLT), Kolkata vide order dated April 5, 2019 has admitted the initiation of Corporate Insolvency Resolution Process (CIRP) under Section 9 of the Insolvency and Bankruptcy Code, 2016 (IBC) in respect of the Company.

By the said order, NCLT, Kolkata, has declared Moratorium and public announcement in accordance with Section 13 & 15 of the Insolvency & Bankruptcy Code, 2016 and has appointed Mrs.Vinita Agrawal having Registration No. IBBI/PA-001/IP-P00914/2017-2018/11520 as an Interim Resolution Professional (IRP) and continued as Resolution Professional as appointed by the Committee of Creditors in its meeting held on May 3, 2019 under provisions of the code.

Despite relentless efforts and continued support from all stake holders, especially from the Promoter(s), the suboptimal performance has resulted in financial loss for the year. As on 31/3/2019 the accumulated loss is at Rs 53,395.63 lakhs and Company's current liabilities exceed the current assets. The operations of the Company continue to remain closed since September 2016.

Despite the above, through continuous engagement with the Promoter, your company has been able to raise funds mainly through preferential allotment of Non – Cumulative Redeemable Preference Shares to Tata Steel Limited, the Promoter, to meet its financial obligation towards various stake holders, to the extent possible.

I am grateful to our Promoter(s) for extending their unstinted financial and other support. I also take this opportunity to express my sincere gratitude and heartfelt thanks of the entire "Tayo Family" for their continued support to the Company and the Management.

Anand Sen  
Chairman  
(DIN:00237914)

## HIGHLIGHTS

		2018-19#	2017-18#	2016-17#
OPERATIONAL				
Production            -    Rolls	Tonnes	-	-	1205
-    Pig Iron	Tonnes	-	-	9067
-    Ingot	Tonnes	-	-	48
-    Engineering	Tonnes	-	-	172
Forging				
Sales                    -    Rolls	Tonnes	-	3	1274
-    Pig Iron	Tonnes	-	-	9179
-    Ingot	Tonnes	-	-	-
-    Engineering	Tonnes	-	-	174
Forging				
FINANCIAL				
Turnover (Gross)	Rs. lakhs	42	94	5266
Depreciation	Rs. lakhs	589	478	694
Profit Before Tax	Rs. lakhs	(1990)	(2566)	(8295)
Profit After Tax	Rs. lakhs	(1990)	(2566)	(8295)
Net Worth Per Share	Rupees	(456.37)	(436.91)	(411.95)
Transfer to General Reserve	Rs. lakhs	-	-	-
Shareholder's Funds	Rs. lakhs	(46827.54)	(44831.26)	(42265.72)
Employee's Cost	Rs. lakhs	718	1387	2206
Dividend	Percent	-	-	-

# Operations have been suspended gradually from May 2016 onwards and remained suspended in the current year too.



## NOTICE

THE FIFTY FIRST ANNUAL GENERAL MEETING OF TAYO ROLLS LIMITED will be held at the Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur – 831 001 on Thursday, November 21, 2019 at 4:00 P.M to transact the following businesses:

Tayo Rolls Limited is under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016 in terms of order passed by the Hon'ble National Company Law Tribunal, Kolkata Bench with effect from April 5, 2019. Its affairs, business, and assets are being managed by the Resolution Professional, Vinita Agarwal, appointed as Interim Resolution Professional by the National Company Law Tribunal by order dated April 5, 2019, and continued as Resolution Professional by the Committee of Creditors in its meeting held on May 3, 2019 under provisions of the code. In view thereof, the meeting is being convened.

### ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and the Auditors thereon.**
2. **To appoint a Director in place of Mr. Anand Sen (DIN- 00237914), who retires by rotation and, being eligible, offers himself for re-appointment.**
3. **To appoint Statutory Auditors 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 thereunder (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 (in place of M/s. AMK & Associates, Chartered Accountants, (Firm Registration Number: FRN 327817E)), the existing Statutory Auditors of the Company retiring at the conclusion of this Annual General Meeting) from the conclusion of this 51st Annual General Meeting till the conclusion of 52nd Annual General Meeting of the Company, at such remuneration as may be fixed by the Committee of Creditors under section 28(1)(m) of the IBC, 2016 and noted by the Audit Committee."

### SPECIAL BUSINESS:

4. **Appointment of Mr. Dipak Kumar Banerjee (DIN- 00028123) as an Independent Director**

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 provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dipak Kumar Banerjee (DIN- 00028123)), who was appointed as an Independent Director and who holds office of Independent Director up to August 28, 2019 and being eligible, and is recommended by the Nomination & Remuneration Committee for being appointed as Director of the Company pursuant to first proviso to Section 160 of the Companies Act, 2013, was appointed as additional director under section 161 of the Companies Act, 2013 and holds the office till the date of ensuing AGM, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term on the Board of the Company with effect from September 13, 2019 upto February 19, 2021"

5. **Appointment of Sudev Chandra Das (DIN- 01072628) as an Independent Director**

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 provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sudev Chandra Das (DIN- 01072628), who was appointed as an Independent Director and who holds office of Independent Director up to August 28, 2019 and being eligible, and is recommended by the Nomination & Remuneration Committee for being appointed as Director of the Company pursuant to first proviso to Section 160 of the Companies Act, 2013, was appointed as additional director under section 161 of the Companies Act, 2013 and holds the office till the date of ensuing AGM be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term on the Board of the Company with effect from September 13, 2019 upto June 21, 2021"

6. **Approval of Material Related Party Transactions for FY 2019-20:**

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 9810 lakh during the financial year 2019-20."

**NOTES:**

- I) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- II) The Register of Members and Share Transfer books of the Company will remain closed from Monday, November 18, 2019 till Thursday, November 21, 2019 (both days inclusive)
- III) 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, November 15, 2019.
- IV) 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. Therefore, according to the provision of Section 47 read with other relevant provisions of the Companies Act, 2013 and rules made thereunder, the preference shareholders shall have a right to vote on all the resolutions placed before the meeting, 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.
- V) 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.
- VI) Shareholders holding shares in the physical form are requested to notify/ send the following to 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.
- VII) Members who still have their holdings in physical form are requested to convert them into dematerialized form (under ISIN No. INE895C01011).
- VIII) 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,  
Bihar & Jharkhand,  
Mourya Lok, 'A' Block (4th Floor),  
Dak Bungalow Road,  
Patna -800 001.

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 and no payments shall be made in respect of any such claims by the IEPF.

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 IEPF account.
- IX) 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.
- X) 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.

- XI) Members desirous of any additional information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
- XII) In accordance with Section 20 of the Companies Act, 2013 read with Rule 35 the Companies (Incorporation) Rules, 2014, the Annual Reports are sent by electronic mode to those members whose email-ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their email –ids are requested to register the same with TSR Darashaw Limited, the Registrars and Transfer Agents of the Company.
- XIII) Members are requested to bring the admission slips along with their copies of the Annual Report to the meeting.
- XIV) 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 facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their rights at the meeting through ballot paper.
- III. 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.
- IV. The remote e-voting period commences on Monday, November 18, 2019 (9:00 am) and ends on Wednesday, November 20, 2019 (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, November 15, 2019, 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.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Tayo Rolls Limited".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) 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 pramodkumar.pcs@gmail.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
- EVEN (Remote e-voting Event Number)      USER ID      PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- 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, November 15, 2019.
- 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, November 15, 2019, 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 only, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Pramod Kumar Singh, Practicing Company Secretary, Partner, M/s P. K. Singh & 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. The Chairman shall at the end of discussion on the resolutions on which voting is to be held at the AGM allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith 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.

Jamshedpur  
October 15, 2019  
Registered Office:  
3, CH Area (NE), Road No.11, Bistupur,  
Jamshedpur- 831 001

For Tayo Rolls Limited  
(Company under Corporate Insolvency  
Resolution Process)  
(Harpreet Kaur Bhamra)  
Company Secretary & Compliance Officer