

**TAYO ROLLS LIMITED**

A **TATA** Enterprise

(Company under Corporate Insolvency Resolution Process)



# 54<sup>th</sup> ANNUAL REPORT 2021-2022



# General Information

(As on 01.09.2022)

## Resolution Professional

Mr. Anish Agarwal

## Members of the Suspended Board

Mr. Anand Sen	- Chairman
Mr. VSN Murty	- Promoter, Non-Independent, Non executive Director
Mr. K. Shankar Marar	- Promoter, Non-Independent, Non-executive Director

## Management Team

Mr. Suresh Padmanabhan	- Dy. Chief Financial Officer
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
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BANKERS	UCO Bank Ltd.   Bank of India   IDBI Bank Ltd   State Bank of India   HDFC Bank Ltd   Axis Bank Ltd
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STATUTORY AUDITORS	M/s R U B S & Co., Chartered Accountants
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SECRETARIAL AUDITORS	JEE S and CO., Company Secretaries
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REGISTRAR & TRANSFER AGENTS	TSR Darashaw Consultant Private Limited, 6-10 Haji Moosa Patrawala Industrial Estate, 20, Dr. E.Moses Road, Mahalaxmi, Mumbai-
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INVESTORS' DEDICATED E-MAIL	investors_helpdesk@tayo.co.in
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Honorable National Company Law Tribunal (NCLT), Kolkata vide order dated 5th April, 2019 has admitted the commencement 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 Agarwal 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. Consequent to a petition filed by COC, the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench passed an order on October 30, 2019 and 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.

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Annual General Meeting is on Friday, September 23, 2022 at 4.00 p.m. through video conferencing ("VC") / other audio visual means ("OAVM").

## HIGHLIGHTS

		2021 -22#	2020 -21#	2019 -20#
<b>OPERATIONAL</b>				
Production #		-	-	-
Sales #		-	-	-
<b>FINANCIAL</b>				
Turnover (Gross)	Rupees in lakhs	-	-	47
Depreciation	Rupees in lakhs	347	349	561
Profit Before Tax	Rupees in lakhs	(347)	(354)	(793)
Profit After Tax	Rupees in lakhs	(347)	(354)	(793)
Net Worth Per Share	Rupees in lakhs	(468)	(465)	(463)
Shareholder's Funds	Rupees in lakhs	(48069)	(47721)	(47578)
Employee's Cost	Rupees in lakhs	-	-	24
Dividend	Percent	-	-	-

# Operations have been suspended from September 2016 onwards and remained suspended in current year also

**TAYO ROLLS LIMITED**

(Company under Corporate Insolvency Resolution Process)

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 54th ANNUAL GENERAL MEETING OF THE MEMBERS OF TAYO ROLLS LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 23, 2022 at 04.00 P.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESSES:

**BACKGROUND:**

This is to apprise the members that Tayo Rolls Limited is under Corporate Insolvency Resolution Process which was admitted vide an order passed by the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench dated April 5, 2019 under the provisions of the Insolvency and Bankruptcy Code 2016 ("Code / IBC"), pursuant thereto, on the same date i.e. April 5, 2019 Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench appointed Mrs. Vinita Agrawal as Interim Resolution Professional (IRP) who was subsequently confirmed as Resolution Professional (RP) by Committee of Creditors (COC), constituted under IBC in their meeting held on May 3, 2019. Mrs. Vinita Agrawal, in her capacity as RP, has taken control and custody of the management and operations of the company with effect from April 5, 2019.

Consequent to a petition filed by COC, the Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench passed an order on October 30, 2019 and 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.

Jharkhand Bijli Vitran Nigam Limited (JBVNL) has submitted the Resolution Plan as per the terms and condition as specified in Request for Resolution Plan and Form G within the time limit to resolve this company and the same was approved by Committee of Creditors (COC) in their 12th Committee of Creditors meeting held on February 21, 2020 and declared as passed with 92.45 % of voting shares.

Subsequently, on February 24, 2020 the Application for Approval of Resolution Plan under section 30(6) and section 31(1) of the Insolvency and Bankruptcy Code, 2016 read with regulation 39 of IBBI (Insolvency Resolution Process For Corporate Person) Regulation, 2016 was filed by the Resolution Professional with Honorable National Company Law Tribunal (NCLT) Kolkata for its approval which is still awaited.

**ORDINARY BUSINESS:**

- To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 and the reports of the Board of Directors / Resolution Professional and the Auditors thereon ; and in this regard, pass the following Resolution(s) as an Ordinary Resolution(s):  
"RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended on March 31, 2022 and the reports of the Board of Directors / Resolution Professional and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- To appoint Mr. Anand Sen (DIN- 00237914), who retires by rotation as a Director and in this regard, pass the following Resolution(s) as an Ordinary Resolution(s):  
"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Anand Sen (DIN- 00237914), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the company, liable to retire by rotation."
- To appoint Statutory Auditors of the company for the financial year ending March 31, 2023 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 there under (including any statutory modification(s) or re-enactment thereof), M/s. R U B S & CO, Chartered Accountants, (Firm Registration Number: FRN 014560C), be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this 54th Annual General Meeting till the conclusion of 55th Annual General Meeting of the Company, at the same remuneration as was fixed by the Committee of Creditors (COC) under section 28(1)(m) of the IBC, 2016 during the CIRP and noted by the Audit Committee."

**SPECIAL BUSINESS:**

- To Consider and approve Related Party Transactions and 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. 10.00 Lakhs ( Rupees Ten Lakhs ) during the financial year 2022-2023".

Any related party transaction to be entered in the financial year 2022 - 2023 which is during the Corporate Insolvency Resolution Process (CIRP) should be made only for the essential services in terms of Section 14(2) of the Insolvency & Bankruptcy Code, 2016.

RESOLVED FURTHER THAT the Members of the Suspended Board / Resolution Professional of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary to settle any question, difficulty, or doubt that may arise with regard to giving effect to above Resolution."

**NOTES:**

- I) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its Circular Nos. 14/2020, 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021 and circular no. 02/2022 dated May 05, 2022 (collectively referred to as 'MCA Circulars'), and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars'), have permitted the holding of Annual General Meeting through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.
- II) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- III) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- IV) The Register of Members and Share Transfer books of the Company will remain closed from Friday, September 16, 2022 till Friday, September 23, 2022 (both days inclusive)
- V) 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, September 16, 2022.
- VI) 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, FY'19, FY'20 and FY'21. Therefore, according to the provision of Section 47 read with other relevant provisions of the Companies Act, 2013 and rules made there under, the preference shareholders shall have a right to vote on all the resolutions placed before the meeting which would affect their rights or are in relation to winding up or reduction of capital of the Company, 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.
- VII) 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.
- VIII) Shareholders holding shares in the physical form are requested to notify/ send the following to TSR Darashaw Consultants Private Limited (formerly known as 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.
- IX) Members who still have their holdings in physical form are requested to convert them into dematerialized form (under ISIN No. INE895C01011).
- X) 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, Jharkhand, 4th Floor, Mangal Tower, Kantatoli, Lalpur, Ranchi, Jharkhand 834001  
Consequent upon amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the



Companies (Amendment) Act, 1999, and Section 124 and 125 of the Companies Act, 2013, 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.

Accordingly, the Company has transferred to the IEPF all unclaimed/unpaid dividends in respect of the financial years 1995-96 to 2007-08 except unclaimed/unpaid dividend of Rupees 0.47 lakhs of few shareholders which has not been transferred to IEPF accounts due to dispute of title which is pending for disposal.

- XI) 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.

- XII) 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.
- XIII) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Wednesday, September 21, 2022 through email on [investors\\_helpdesk@tayo.co.in](mailto:investors_helpdesk@tayo.co.in). The same will be replied by the Company suitably.
- XIV) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2021-2022 will also be available on the Company's website [www.tayo.co.in](http://www.tayo.co.in), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.
- XV) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
- XVI) Process for members opting for e-voting: The instructions and the procedure for the e-voting are as follows:

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
- II. 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.
- III. The remote e-voting period commences on Tuesday, September 20, 2022 (9:00 am) and ends on Thursday, September 22, 2022 (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, September 16, 2022, 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.
- IV. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

#### **How do I vote electronically using NSDL e-Voting system?**


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="782 1024 1144 1234" data-label="Image">  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to log in to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="https://web.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="https://web.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option.</p> <p>Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022 - 23058738 or 022-23058542-43

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is *****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors\\_helpdesk@tayo.co.in](mailto:investors_helpdesk@tayo.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors\\_helpdesk@tayo.co.in](mailto:investors_helpdesk@tayo.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e- voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**V. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

- (i) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system.