



Tayo Rolls Limited

Regd. Off : Annex 2, General Office, Tata Steel Limited, Bistupur, Jamshedpur - 831 001

CIN:L27105JH1968PLC000818; Phone No.: 0657- 6627140/141/142

E-mail id:investors_helpdesk@tayo.co.in; Website : www.tayo.co.in

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read together with the Companies (Management and Administration) Amendment Rules, 2015, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed by way of postal ballot / remote e-voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts’ concerning each item and the reasons thereof is annexed hereto along with a postal ballot form (the “Form”) for your consideration. The Board of Directors of the Company (the “Board”) has appointed Mr. Pramod Kumar Singh, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and the same in original duly completed in the attached self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 P.M. on Tuesday, August 18, 2015.

Members desiring to opt for remote e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or a person authorised by him in writing. The result of the postal ballot would be announced by the chairman or the person authorised by him on or before August 22, 2015 at the Registered Office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Stock Exchange where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizers report on the Company’s website viz. www.tayo.co.in

RESOLUTIONS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2015 and the Audited Statement of Profit and Loss for the year ended on that date together with reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. V.S.N. Murty (DIN- 00092348), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration.

SPECIAL BUSINESS:

4. To appoint Mrs. Ramya Hariharan (DIN-06928511) as Director:

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

“RESOLVED that Mrs. Ramya Hariharan (DIN- 06928511), who was appointed as an Additional Director of the Company with effect from October 20, 2014 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 in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.”

5. To appoint Mrs. Ramya Hariharan (DIN- 06928511) as an Independent Director:

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

"RESOLVED that pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, ('the Act') and the rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mrs. Ramya Hariharan (DIN- 06928511), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act, and who was appointed as Independent Director of the company with effect from October 20, 2014 be and is hereby appointed as Independent Director of the company, for a period of five years with effect from October 20, 2014 up to October 19, 2019.

RESOLVED further that, Mrs. Ramya Hariharan, being an Independent Director shall not be liable to retire by rotation."

6. To appoint Mr. Yoshikazu Miyasaka (DIN-07125432) 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. Yoshikazu Miyasaka (DIN-07125432), who was appointed as an Additional Director of the Company with effect from March 17, 2015 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 in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company."

7. To ratify Material Related Party transactions for FY 2014-15:

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 Section 188 of the Companies Act, 2013 read with rules made thereunder and provisions of Listing Agreement with the Stock Exchange, approval be and is hereby given to ratify the contracts / arrangements for purchasing and selling of goods and services etc. to the Related Parties (as detailed in the Explanatory Statement to the notice) which were carried out in the ordinary course of business and which were also at arm's length basis for a sum not exceeding Rs. 24,163 lakhs for the financial year 2014-15."

8. To approve Material Related Party transactions for FY 2015-16:

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 Section 188 of the Companies Act, 2013 read with rules made thereunder and provisions of Listing Agreement with the Stock Exchange, approval be and is hereby given for purchasing and selling of goods and services etc. to the Related Parties (as detailed in the Explanatory Statement to the notice) as per the existing contracts / arrangements which are in the ordinary course of business and also at arm's length basis for a sum not exceeding Rs. 15,225 lakhs for the financial year 2015-16."

9. To ratify Cost Auditors' remuneration:

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

"RESOLVED that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs.1.00 Lakh (Rupees one lakh only) plus out-of-pocket expenses payable to M/s. Shome & Banerjee, Cost Accountants (Firm Registration No: 000001), who are appointed as Cost Auditors of the Company to conduct Cost Audits relating to such business of the Company as may be ordered by the Central Government under the Act and the rules made thereunder for the year ending March 31, 2016."

10. To contribute to Charitable and Other Funds:

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

"RESOLVED that pursuant to Section 181 and other applicable provisions, if any, of the Companies Act, 2013, including any modification(s) or re-enactment thereof, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which shall deem to include any committees thereof) to contribute to bonafide charitable and other funds provided that the aggregate amount of contribution to such funds in a financial year shall not exceed the limits as set out in section 181 or a sum of Rs 5.00 Lakhs (Rupees five lakhs only), whichever is higher."

By the order of the Board of Directors

Kolkata
April 21, 2015.

Prashant Kumar
Company Secretary & Compliance Officer

NOTES:

1. Explanatory statements pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed resolutions at Item nos. 4 to 10 above, are appended herein below along with Form for your consideration.
2. The Notice is being sent to all the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"), and TSR Darashaw Limited, the RTA as on Friday, July 3, 2015.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Amendment Rules, 2015 and the Listing Agreement entered into with the Bombay Stock Exchange ("BSE"), the Company is pleased to offer remote e-voting facility as an option to all the members of the Company. The Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the members to cast their votes electronically instead of dispatching Form.
4. As per Section 110, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with Depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Form through post.

Explanatory Statements for Resolutions mentioned under Item nos. 4 to 10 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred as the "Act")

Item Nos. 4 & 5:

The Nomination and Remuneration Committee at their meeting held on October 20, 2014, considered the proposal for appointment of Mrs. Ramya Hariharan (DIN- 06928511), as an Additional Director. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors have appointed Mrs. Ramya Hariharan, as an Additional Director with effect from October 20, 2014. In accordance with the provisions of Section 161 of the Companies Act, 2013, read with Article 133 of the Articles of Association of the Company, Mrs. Ramya Hariharan will hold office only till the date of forthcoming Annual General Meeting, but is eligible for appointment as Director under Section 160 of the Companies Act, 2013. A notice has been received in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term of five consecutive years on the Board of a company and is not liable to retire by rotation. Mrs. Ramya Hariharan has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

The matter regarding appointment of Mrs. Ramya Hariharan as Independent Director was placed before the Nomination and Remuneration Committee and the Board, which commended her appointment as an Independent Director.

Mrs. Ramya Hariharan is a Company Secretary and Corporate Lawyer by profession. She specializes in mergers and acquisition, general corporate advisory, projects, banking and finance. She has worked closely with the Government of West Bengal in several transactions and advised on several "Public-Private Partnership" projects including integrated township projects, water projects, etc.

Mrs. Ramya Hariharan has graduated as lawyer in 2002 and after a stint in litigation and intellectual property practice, moved on to Amarchand Mangaldas to practice Corporate Law. In June 2009, she quit Amarchand Mangaldas to co-found Argus Partners. Argus Partners merged with Udwadia and Udeshi to constitute Udwadia Udeshi and Argus Partners ("UUArgus"). Mrs. Ramya Hariharan was the partner in charge of the Kolkata office of UUArgus till August 31, 2014. Then she moved out of UUArgus and set up her own firm "Citadel Law Chambers".

Mrs. Hariharan is an active speaker at the ICSI and has delivered lectures at various forums including Assocham and VC Circle seminars. She is also on the Board of various listed companies.

In the opinion of the Board, Mrs. Ramya Hariharan fulfills the conditions specified in the Act and the rules made thereunder for appointment as Independent Director and she is independent of the management.

In compliance with the provisions of Section 149 read with schedule IV of the Act, the appointment of Mrs. Ramya Hariharan as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

The Directors commend the resolution at Item Nos. 4 & 5 for approval of the members.

Mrs. Ramya Hariharan is interested and concerned in the Resolutions mentioned in Item Nos. 4 & 5 of the Notice. Other than Mrs. Ramya Hariharan, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in Resolutions mentioned in Item Nos. 4 & 5 of the Notice.

Item No. 6:

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors have appointed Mr. Yoshikazu Miyasaka (DIN-07125432) as an Additional Director with effect from March 17, 2015. In accordance with the provisions of Section 161 of the Companies Act, 2013, read with Article 133 of the Articles of Association of the Company, Mr. Yoshikazu Miyasaka will hold office only till the date of forthcoming Annual General Meeting, but is eligible for appointment as Director under Section 160 of the Companies Act, 2013. A notice has been received in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013.

Mr. Yoshikazu Miyasaka a Graduate from Postgraduate School (Metallurgical Engineering) in 1989, joined Yodogawa Steel Works Ltd. as "In-Charge" of Heat Treatment and new construction of CPC facility project. Thereafter he has headed various departments including R&D and Technical support, etc. Currently Mr. Miyasaka is Group Leader of Producing Group, Roll Department.

The Directors commend the Resolution at Item No. 6 for approval of the members.

Mr. Yoshikazu Miyasaka is interested and concerned in the Resolution mentioned in Item No. 6 of the Notice. Other than Mr. Yoshikazu Miyasaka, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in Resolution mentioned in Item No. 6 of the Notice.

Item No. 7:

According to Clause 49 VII (E) of the Listing Agreement with Stock Exchange, effective from October 1, 2014, all material related party transactions require approval of the Shareholders through Special Resolution. Clause 49 VII (C) provides that transaction with a related party shall be considered as material if the transaction / transactions to be entered into individually or taken together with previous transactions during the financial year exceeds 10 % of the annual consolidated turnover of the Company as per last audited financial statements of the Company. Accordingly, the turnover for FY 2013-14 was approx. Rs.16,755 lakhs and 10% of which is equal to Rupees 1,676 lakhs.

Further as per SEBI's Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, all material related party contracts or arrangements as on date of that circular which are likely to continue beyond March 31, 2015, shall be placed for approval of the shareholders in the first General Meeting subsequent to October 1, 2014. This being the first General Meeting subsequent to the applicability of the provisions of the aforesaid circular, approval of the Shareholders is sought by way of Special Resolution to ratify all those material related party transactions which were in existence on the date of the aforesaid circular and which are likely to be continued beyond March 31, 2015. All these transactions have prior approval of the Audit Committee.

The list of Related Party transactions for the year 2014-15 is as follows:

Sl. No.	Description	Details
a.	Name of related party	Tata Steel Limited
b.	Name of the Director or Key Managerial Person who is related, if any	None
c.	Nature of relationship	Tata Steel Ltd is a holding Company having 54.45% shares in the paid-up capital of the Company.
d.	Nature, material terms, monetary value and particulars of the contract or arrangement	<p>Purchase of Material:</p> <ul style="list-style-type: none"> ➤ Purchase of Scrap, Steel Material and Pig Iron for Internal Consumption etc. ➤ Value – Rs. 1,806 Lakhs. ➤ Scrap required was purchased as per technical specification based on production requirements. ➤ The price is determined through auction mechanism. <p>Services Availed:</p> <ul style="list-style-type: none"> ➤ Availing services towards Security / Township / Medical and Power, etc. ➤ Value – Rs. 494 Lakhs ➤ Charges are consistently applied for all group companies. ➤ Tata Steel is the only reliable and quality service provider in the area for the above services.

Sl. No.	Description	Details
		<p>Sale of Products:</p> <ul style="list-style-type: none"> ➤ Supply and Sale of Rolls manufactured by the Company. ➤ Value – Rs. 3,080 Lakhs ➤ Prices are determined based on estimation of variable cost plus contribution depending on grades, size and metallurgical properties. <p>Services Rendered:</p> <ul style="list-style-type: none"> ➤ Services for machining ➤ Value – Rs. 89 lakhs. ➤ Price is determined based on estimation of variable cost plus contribution. ➤ Prices are negotiated with customers and orders are finalized based on market forces. ➤ Cost estimation is vetted & certified by technical experts. <p>Conversion Charges:</p> <ul style="list-style-type: none"> ➤ Conversion of Iron Ore, Coke and Lime Stone, supplied by Tata Steel to Tayo for conversion to Pig Iron under conversion agreement. ➤ Value – Rs. 2,154 Lakhs ➤ The conversion, consignment and marketing agency charges are designed to ensure Tayo to recover its cost plus mark up. <p>Issue of Preference Shares:</p> <ul style="list-style-type: none"> ➤ 8.50% Non-Cumulative Redeemable Preference Shares ➤ Value: 1,50,00,000 Non- Cumulative Redeemable Preference Shares of Rs. 100/- each amounting to a total value of Rs 150,00,00,000 ➤ Junior to all unsubordinated creditors, paripassu with any further issuance of Preference shares, senior only to ordinary share capital and any other securities at par with ordinary share capital of the issuer. ➤ Issuer shall redeem the preference shares together with all arrears of dividend, if any, in three equal instalments at the end of 8 years from the date of issue. ➤ Issuer can use the proceeds for meeting its normal capital expenditure and meeting working capital requirements. ➤ Dividend @ 8.50% p.a. payable annually on the first day of April in each year. ➤ Issuer shall not redeem the Preference shares in full or in part before the due date provided that the company may exercise its call option by giving 30 days clear notice in writing to the subscribers on the expiry of 36 months from the date of allotment thereof. ➤ These Preference shares are not listed on any stock exchange.
e.	Any other information relevant or important for the members to take decision on the resolution	NIL

Sl. No.	Description	Details
a.	Name of related party	JUSCO Limited
b.	Name of the Director or Key Managerial Person who is related, if any	None
c.	Nature of relationship	JUSCO Ltd is a 100% subsidiary of Tata Steel Limited.
d.	Nature, material terms, monetary value and particulars of the contract or arrangement	<ul style="list-style-type: none"> ➤ Availing Power from JUSCO ➤ Value – Rs. 1,540 Lakhs ➤ Company has entered into a power agreement for taking supply at Contract Demand of 17,000 KVA. ➤ JUSCO charges at rates as finalised by JSERC.
e.	Any other information relevant or important for the members to take decision on the resolution.	Quality of power supplied by JUSCO is better and cheaper than the JSEB.

According to the provisions of Section 188 of the Companies Act, 2013 read with Explanation (ii) of Clause 49 (VII) (E) of the Listing Agreement with Stock Exchange, all entities falling under the definition of "Related Party" under Section 2(76) of the Companies Act, 2013 shall abstain from voting on Resolution mentioned at Item No. 7 of the Notice.

The Directors commend the Resolution at Item No. 7 for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in Resolution mentioned in Item No. 7 of the Notice.

Item No. 8:

As per the requirements of Clause 49 VII (E) of the Listing Agreement with Stock Exchange effective from October 1, 2014, all material related party transactions require approval of the Shareholders through Special Resolution. Clause 49 VII (C) provides that transaction with a related party shall be considered as material if the transaction / transactions to be entered into individually or taken together with previous transactions during the financial year exceeds 10 % of the annual consolidated turnover of the Company as per last audited financial statements of the Company. Accordingly, the turnover of the Company for FY 2014-15 is approx. Rs. 15,756 lakhs and 10% of which is equal to 1,576 lakhs.

The expected transactions during FY 2015-16 with the following related parties are likely to be more than 10% of the consolidated turnover of the Company for the FY 2014-15. Hence, it is proposed to secure approval of the Shareholders by way of Special Resolution.

Sl.No.	Description	Details
a.	Name of related party	Tata Steel Limited
b.	Name of the Director or Key Managerial Person who is related, if any	None
c.	Nature of relationship	Tata Steel Ltd is a holding Company having 54.45% shares in the paid-up capital of the Company.
d.	Nature, material terms, monetary value and particulars of the contract or arrangement	<p>Purchase of Material:</p> <ul style="list-style-type: none"> ➤ Purchase of Scrap, Steel Material and Pig Iron for Internal Consumption etc. ➤ Value – Rs. 4,100 Lakhs. ➤ Scrap required was purchased as per technical specification based on production requirements. ➤ The price is determined through auction mechanism. <p>Services Availed:</p> <ul style="list-style-type: none"> ➤ Availing services towards Security / Township / Medical and Power, etc. ➤ Value – Rs. 775 Lakhs ➤ Charges are consistently applied for all group companies. ➤ Tata Steel is the only reliable and quality service provider in the area for the above services.

Sl.No.	Description	Details
		<p>Sale of Products:</p> <ul style="list-style-type: none"> ➤ Supply and Sale of Rolls manufactured by the Company. ➤ Value – Rs. 5,500 Lakhs ➤ Prices are determined based on estimation of variable cost plus contribution depending on grades, size and metallurgical properties. <p>Services Rendered:</p> <ul style="list-style-type: none"> ➤ Services for machining ➤ Value – Rs. 250 lakhs. ➤ Price is determined based on estimation of variable cost plus contribution. ➤ Prices are negotiated with customers and orders are finalized based on market forces. ➤ Cost estimation is vetted & certified by technical experts. <p>Conversion Charges:</p> <ul style="list-style-type: none"> ➤ Conversion of Iron Ore, Coke and Lime Stone, supplied by Tata Steel to Tayo for conversion to Pig Iron under conversion agreement. ➤ Value – Rs. 3,000 Lakhs ➤ The conversion, consignment and marketing agency charges are designed to ensure Tayo to recover its cost plus mark up. <p>Issue of Preference Shares:</p> <ul style="list-style-type: none"> ➤ 8.50% Non-Cumulative Redeemable Preference Shares ➤ Value: 16,00,000 Non- Cumulative Redeemable Preference Shares of Rs. 100/- each amounting to a total value of Rs.16,00,00,000 ➤ Junior to all unsubordinated creditors, paripassu with any further issuance of Preference shares, senior only to ordinary share capital and any other securities at par with ordinary share capital of the issuer. ➤ Issuer shall redeem the preference shares together with all arrears of dividend, if any, in three equal instalments at the end of 8 years from the date of issue. ➤ Issuer can use the proceeds for meeting its normal capital expenditure and meeting working capital requirements. ➤ Dividend @ 8.50% p.a. payable annually on the first day of April in each year. ➤ Issuer shall not redeem the Preference shares in full or in part before the due date provided that the company may exercise its call option by giving 30 days clear notice in writing to the subscribers on the expiry of 36 months from the date of allotment thereof. ➤ These Preference shares are not listed on any stock exchange.
e.	Any other information relevant or important for the members to take decision on the resolution	NIL

Sl. No.	Description	Details
a.	Name of related party	JUSCO Limited.
b.	Name of the Director or Key Managerial Person who is related, if any	None
c.	Nature of relationship	JUSCO Ltd is a 100% subsidiary of Tata Steel Limited.
d.	Nature, material terms, monetary value and particulars of the contract or arrangement	<ul style="list-style-type: none"> ➤ Availing Power from JUSCO. ➤ Value – Rs. 2,000 Lakhs. ➤ Company has entered into a power agreement for taking supply at Contract Demand of 17,000 KVA. ➤ JUSCO charges at rates as finalised by JSERC.
e.	Any other information relevant or important for the members to take decision on the resolution	Quality of power supplied by JUSCO is better and cheaper than the JSEB.

According to the provisions of Section 188 of the Companies Act, 2013 read with Explanation (ii) of Clause 49 (VII) (E) of the Listing Agreement with Stock Exchange all entities falling under the definition of "Related Party" under Section 2(76) of the Companies Act, 2013 shall abstain from voting on Resolution mentioned at Item No. 8 of the Notice.

The Directors commend the Resolution at Item No. 8 for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in Resolution mentioned in Item No. 8 of the Notice.

Item No. 9:

The Company is directed, under Section 148 of the Companies Act, 2013 to have the audit of its cost records conducted by a Cost Accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Shome & Banerjee, Cost Accountants (Firm Registration No: 000001) as the Cost Auditors of the Company to conduct Cost Audits relating to such businesses of the Company as may be ordered by the Central Government under the Act and the rules made thereunder for the year ending March 31, 2016, at a remuneration of Rs. 1.00 lakh (Rupees one lakh only) plus out-of-pocket expenses.

M/s. Shome & Banerjee, Cost Accountants, have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

M/s. Shome & Banerjee, Cost Accountants, have vast experience in the field of cost audit, and have been conducting audit of the cost records of the Company for the past several years.

The Board has approved the remuneration of Rs. 1.00 lakh (Rupees one lakh only) plus out-of-pocket expenses to M/s. Shome & Banerjee as the Cost Auditors and the ratification of the shareholders is sought for the same by an Ordinary Resolution at Item No. 9.

The Directors commend the Resolution at item No. 9 for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

Item No. 10:

As a Tata Group Co., Taty has always believed in the philosophy of inclusive growth as well as in CSR activities. The CSR function encompasses several programmes which mainly cover the following areas:

Education and Literacy, Employability Training, Health, Employment and livelihood opportunities, Support to activities organized by sports and professional bodies, Environment protection and climate change, training to promote rural sports, contribution to the Prime Minister's National Relief Fund or any other fund, Slum Area Development etc.

As per the section 181 of the Companies Act, 2013, the Company may contribute to any charitable or other funds upto 5% of its average net profit without shareholders approval. Any contribution beyond 5% requires approval of shareholders. Since, the Company has been incurring loss from financial year 2008-09, provisions of section 181 of the Companies Act, 2013 prohibits the Company from contributing any amount towards charitable and other funds. Therefore approval of the members is sought by way of Ordinary resolution to authorize Board of Directors to contribute 5% of the net profit or Rs. 5.00 lakhs (Rupees five lakhs only) whichever is higher to the charitable and other funds.

The Directors commend the Resolution at Item No. 10 for approval of the members.

None of the Directors and Key Managerial Personnel and their respective relatives are concerned or interested in the Resolution mentioned at Item No. 10 of the Notice.

Kolkata
April 21, 2015

Registered Office:
Annex – 2, General Office,
Tata Steel Limited, Bistupur,
Jamshedpur- 831 001

By Order of the Board of Directors

Prashant Kumar
Company Secretary & Compliance Officer



Tayo Rolls Limited

FORM NO. MGT – 11

Proxy Form

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of
The Companies (Management and Administration) Rules, 2014

Corporate Identity Number: L27105JH1968PLC000818
Name of the company: Tayo Rolls Limited
Registered office: Annex 2, General Office, Tata Steel Limited,
Bistupur, Jamshedpur – 831001

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

- Name :
Address :
E-mail Id :
Signature :, or failing him
- Name :
Address :
E-mail Id :
Signature :, or failing him
- Name :
Address :
E-mail Id :
Signature :, or failing him

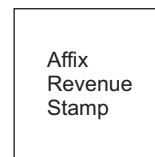
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Forty- Seventh Annual General Meeting of the company, to be held on Thursday, August 20, 2015 at 11:30 a.m. at Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur- 831 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2015 and the Audited Statement of Profit and Loss for the year ended on that date together with reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. V.S.N. Murty (DIN- 00092348), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration.

Special Business:

4. To appoint Mrs. Ramya Hariharan (DIN- 06928511) as the Director of the Company.
5. To appoint Mrs. Ramya Hariharan (DIN- 06928511) as an Independent Director of the Company.
6. To appoint Mr. Yoshikazu Miyasaka (DIN- 07125432) as the Director of the Company.
7. To ratify Material Related Party transactions for FY 2014-15.
8. To approve Material Related Party transactions for FY 2015-16.
9. To ratify Cost Auditors' remuneration.
10. To contribute to Charitable and other Funds.



Signed this..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.