



## TAYO ROLLS LIMITED

(A TATA Enterprise)

Regd. Office : Annex – 2, General Office Premises, Tata Steel Ltd., P.O. & P.S. Bistupur  
Jamshedpur 831 001

**NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF TAYO ROLLS LIMITED** will be held at the Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur- 831 001, on Monday, May 12, 2014 at 3.00 pm to transact the following special business:

### **SPECIAL BUSINESS:**

#### **Item No. 1**

#### ***Increase in the Authorised Share Capital and alteration of the Capital Clause in the Memorandum of Association of the Company:-***

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 13 sub-section (1), read with Section 55, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) Authorised Share Capital of the Company be and is hereby increased from the existing Rs. 2,000,000,000/- (Rupees two hundred crores only) divided into 15,000,000 (one crore fifty lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each and 18,500,000 (one crore eighty five lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees one hundred only) each to Rs. 3,500,000,000/- (Rupees three hundred fifty crores only) divided into 15,000,000 (one crore fifty lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each and 33,500,000 (three crore thirty five lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees one hundred only) each, by creation of additional 15,000,000 (one crore fifty lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees one hundred only) each and that clause 5 of the Memorandum of Association of the Company be and is hereby altered accordingly".

#### **Item No. 2**

#### ***Alteration of the Capital Clause in the Articles of Association of the Company:-***

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 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or any re-enactment thereof), the Article 6 of the Articles of Association of the Company be altered and substituted by the following clause:

#### **Article - 6**

The share capital of the Company is Rs. 3,500,000,000/- (Rupees three hundred fifty crores only) divided into 15,000,000 (one crore fifty lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each and 33,500,000 (three crore thirty five lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees one hundred only) each.

#### **Item No. 3**

#### ***Allotment of Redeemable Preference Shares on preferential basis to the Promoter(s) :-***

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

"RESOLVED that subject to the provisions of Section 43, read with Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment(s) thereof), for the time being in force (the "Companies Act"), the regulations/guidelines, if any, issued/prescribed by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India, the Foreign Exchange Management Act, 2000, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof, the Master Circular on External Commercial Borrowings and Trade Credits, as applicable, (updated as on date) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company consent be and is hereby accorded to create, offer, issue, and allot additional 15,000,000 (one crore fifty lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees one hundred only) each to the extent of Rs. 1,500,000,000/- (Rupees one hundred fifty crores only) on preferential basis to the promoter(s) of the Company in one or more tranches, with the liberty to the Board or Committee thereof to issue and allot the said shares as and when required and that such Redeemable Preference Shares shall be redeemable at par not later than the expiry of such period as may be decided by the Board or Committee thereof from the date of allotment and entitle the holder for dividend at the rate to be decided by the Board or Committee thereof, subject to the provisions of the Companies Act and on such other



terms and conditions as may be decided by the Board of Directors of the Company or a Committee thereof (hereinafter referred to as the "**Board**" which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board) including issue price, face value, premium amount on issue as the Board in its absolute discretion may deem fit and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including to sign all deeds, documents, share certificates, and writings etc. and to pay any fees and expenses relating thereto and with power on behalf of the Company to settle any questions or difficulties that may arise in regard to the issue, as it may, in its absolute discretion, deem fit and that all or any of the powers conferred on the Board vide this resolution may be exercised by a committee of the Board as the Board may constitute in this behalf."

Place: Jamshedpur  
Dated: April 03, 2014

By Order of the Board of Directors  
**Prashant Kumar**  
Company Secretary & Compliance Officer

***Registered Office:***

Annex - 2, General Office Premises  
Tata Steel Ltd.  
P.O. & P.S. Bistupur  
Jamshedpur - 831 001

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**NOTES:**

- 1.0 An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
- 2.0 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. The proxy so appointed 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.
- 3.0 Voting through electronic means:
  - (i) According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
  - (ii) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):
  - (iii) A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
  - (iv) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
  - (v) The e-Voting shall remain open from **May 6, 2014 (9.00 a.m.) till May 8, 2014 (6.00 p.m.)**.
  - (vi) E-Voting shall be completed three days prior to the date of Extraordinary General Meeting.
  - (vii) The Board of Directors at their meeting have appointed Mr. Pramod Kumar Singh, Practicing Company Secretary as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. the scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
  - (viii) Vote once casted by the member cannot be changed/altered.
- 4.0 The instructions for e-voting are as under:
  - (i) The Notice of the EGM of the Company *inter alia* indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the members. Initial logging ID and password is provided at the bottom of the Attendance Slip/ Proxy Form for the EGM.



**EVEN (E Voting Event Number) USER ID PASSWORD/PIN**

- (ii) NSDL shall also be sending the User-Id and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email address, can use the details as provided above.
  - (iii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iv) Click on Shareholder – Login
  - (v) Put user-Id and Password as initial password noted in step (ii) above. Click Login.
  - (vi) Password change menu appears. Change the password 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.
  - (vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
  - (viii) Select "EVEN" of Tayo Rolls Limited.
  - (ix) Now you are ready for e-Voting as Cast Vote page opens.
  - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xiii) 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 [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (xiv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (xv) If you are already registered with NSDL for e-voting then you can use your existing user-Id and password for casting your vote.
  - (xvi) 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).
  - (xvii) The e-Voting period commences on May 6, 2014 (9:00 am) and ends on May 8, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of i.e. March 21, 2014, may cast their vote electronically. The e-Voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder will not be allowed to change it subsequently.
  - (xviii) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, March 21, 2014.
  - (xix) Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on March 21, 2014 and not casting their vote electronically, may cast their vote at the Extraordinary General Meeting.
  - (xx) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - (xxi) The Results shall be declared on or after the Extraordinary General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tayo.co.in](http://www.tayo.co.in) and on the website of NSDL within two(2) days of passing of the resolutions at the Extraordinary General Meeting of the Company on May 12, 2014 and communicated to the BSE Limited.
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## EXPLANATORY STATEMENT

Annexure to Notice: Explanatory Statement under Section 102 of the Companies Act, 2013.

### Item No- 1 to 3:

#### Company's fund requirements:

The performance of the Company during previous few financial years was not encouraging due to several reasons. One of such reasons is acute shortage of working capital, resulting in restricting the Company to utilize its installed capacity to its full extent.

Improvement in asset reliability is very essential to increase the production to the plant's capacity and also to reduce the rejection. In order to improve the reliability of assets, Special Repairs projects have been chalked out. Certain Capital Expenditure Schemes have also been planned to add new facilities which will help the Company to increase the production and improve quality.

To meet the above mentioned requirements for turnaround of the Company and also to meet the working capital requirements for achieving the production targets set, it is proposed to raise funds through preferential allotment of Redeemable Preference Shares to the Promoter(s) of the Company, in one or more tranches, as may be decided by the Board or Committee thereof.

#### Increase in Authorised Share Capital:

In light of the above, it is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 2,000,000,000/- (Rupees two hundred crores only) divided into 15,000,000 (one crore fifty lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each and 18,500,000 (one crore eighty five lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees one hundred only) each, to Rs. 3,500,000,000/- (Rupees three hundred fifty crores only) divided into 15,000,000 (one crore fifty lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each and 33,500,000 (three crores thirty five lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees one hundred only) each, by creation of additional 15,000,000 (one crore fifty lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees one hundred only) each, as indicated in the Resolution at Item No. 1 of the Notice.

Consequently, it is proposed to make appropriate alterations in the Memorandum and Articles of Association of the Company to reflect the changes in the Authorised Share Capital of the Company.

The proposed resolutions are in the interest of the Company and your Directors commend Resolutions at item Nos. 1, 2 and 3 for your approval. None of the Directors and the Key Managerial Personnel of the Company including their relatives are concerned or interested in aforesaid resolutions.

Place: Jamshedpur  
Dated: April 03, 2014

By Order of the Board of Directors  
**Prashant Kumar**  
Company Secretary & Compliance Officer

#### **Registered Office:**

Annex - 2, General Office Premises  
Tata Steel Ltd.  
P.O. & P.S. Bistupur  
Jamshedpur - 831 001



## Attendance Slip

**Notes :** 1. Member / Proxyholder wishing to attend the meeting must bring this Attendance Slip to the meeting and hand it over at the entrance duly signed.

Affix  
₹ 1/-  
Revenue  
Stamp

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