



SL/SHR/8/119

Dated: 22.08.2015

To,

The General Manager – Corporate Services,
Bombay Stock Exchange Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Re: Disclosure of voting results of the 47th Annual General Meeting held on Thursday August 20, 2015 as per the requirement of Clause 35A of the Listing Agreement.

Dear Sir,

The 47th Annual General Meeting of the Company was held on Thursday, August 20, 2015 for which Postal Ballot, E-voting and Poll was arranged. Mr. Pramod Kumar Singh, Practicing Company Secretary was appointed as the Scrutinizer for the same. He has submitted the results of e-voting and Poll today i.e. August 22, 2015.

As per the requirement of Listing Agreement given below are the details of the voting results at the Annual General Meeting of the Company as per the Format prescribed under the said clause:

Details of voting results:

Sl. No	Details of Agenda	Resolution require (Ordinary/ Special)	Mode of voting	Remarks
1.	Adoption of Annual Accounts Directors Report & Auditors Report	Ordinary Resolution	Postal Ballot, E-voting & Poll	The resolution was passed with requisite majority. In terms of Sec 47 of the Companies Act, 2013, Preference shareholders have also voted on all resolutions due to non-payment of dividend on the Preference shares by the company.



1

TAYO ROLLS LIMITED

Regd. Office : Annex-2, General Office, Tata Steel Limited, Jamshedpur-831 001, Jharkhand, INDIA

Corporate & Works Office : Large Scale Industrial Estate, Gamharia-832 108, Jharkhand, INDIA

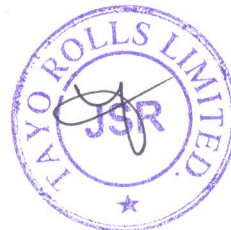
Office Phone : 91-657-2231355/6627101/103/140/141/142, Marketing Phone : 91-657-6627117/127, E-mail : tayoregd@tayo.co.in

Fax : 91-657-6627143/200, website : www.tayo.co.in, Corporate Identity Number : L27105JH1968PLC000818

A TATA Enterprise



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 reappointment.	Ordinary Resolution	Postal Ballot, E-voting & Poll	The resolution was passed with requisite majority. In terms of Sec 47 of the Companies Act, 2013, Preference shareholders have also voted on all resolutions due to non-payment of dividend on the Preference shares by the company.
3.	To appoint Statutory Auditors and to fix their remuneration.	Ordinary Resolution	Postal Ballot, E-voting & Poll	The resolution was passed with requisite majority. In terms of Sec 47 of the Companies Act, 2013, Preference shareholders have also voted on all resolutions due to non-payment of dividend on the Preference shares by the company.
4.	To appoint Mrs. Ramya Hariharan (DIN-06928511) as a Director.	Ordinary Resolution	Postal Ballot, E-voting & Poll	The resolution was passed with requisite majority. In terms of Sec 47 of the Companies Act, 2013, Preference shareholders have also voted on all resolutions due to non-payment of dividend on the Preference shares by the company.
5.	To appoint Mrs. Ramya Hariharan (DIN-06928511) as an Independent Director.	Ordinary Resolution	Postal Ballot, E-voting & Poll	The resolution was passed with requisite majority. In terms of Sec 47 of the Companies Act, 2013, Preference shareholders have also voted on all resolutions due to non-payment of dividend on the Preference shares by the company.





6.	To appoint Mr. Yoshikazu Miyasaka (DIN-07125432) as a Director.	Ordinary Resolution	Postal Ballot, E-voting & Poll	The resolution was passed with requisite majority. In terms of Sec 47 of the Companies Act, 2013, Preference shareholders have also voted on all resolutions due to non-payment of dividend on the Preference shares by the company.
7.	To ratify Material Related Party transactions for FY 2014-15.	Special Resolution	Postal Ballot, E-voting & Poll	The resolution was passed with requisite majority. In terms of Sec 47 of the Companies Act, 2013, Preference shareholders have also voted on all resolutions due to non-payment of dividend on the Preference shares by the company.
8.	To approve Material Related Party transactions for FY 2015-16.	Special Resolution	Postal Ballot, E-voting & Poll	The resolution was passed with requisite majority. In terms of Sec 47 of the Companies Act, 2013, Preference shareholders have also voted on all resolutions due to non-payment of dividend on the Preference shares by the company.
9.	To Ratify Cost Auditors' remuneration.	Ordinary Resolution	Postal Ballot, E-voting & Poll	The resolution was passed with requisite majority. In terms of Sec 47 of the Companies Act, 2013, Preference shareholders have also voted on all resolutions due to non-payment of dividend on the Preference shares by the company.





10.	To contribute to Charitable and Other Funds.	Ordinary Resolution	Postal Ballot, E-voting & Poll	The resolution was passed with requisite majority. In terms of Sec 47 of the Companies Act, 2013, Preference shareholders have also voted on all resolutions due to non-payment of dividend on the Preference shares by the company.
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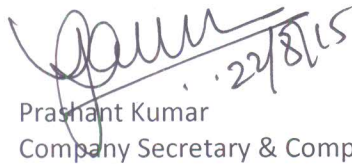
The voting details are annexed herewith in the prescribed format.

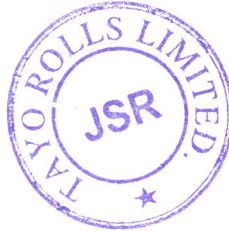
This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

Thanking You,

Yours faithfully,

For Tayo Rolls Limited


Prashant Kumar
Company Secretary & Compliance Officer



Encl: As above

Details of Voting Results

Sl. No.	Particulars	Details
1	Date of Annual General Meeting	20.08.2015
2	Total number of Shareholders as on record date	8,079
3	No. of shareholders present in the meeting either in person or through proxy Promoter and Promoter Group Public Total	 2 31 33
4	No. of shareholders attended the meeting through Video Conferencing Promoter and Promoter Group Public	 Not arranged



Agenda-wise

Resolution No. 1

Adoption of 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.

Resolution required: Ordinary Resolution

Mode of Voting: Postal Ballot, E - Voting and Poll conducted at the meeting

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

Promoter/ Public	No. of shares held	No. of votes polled	% of votes on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	$[(2)/(1)]*100$	(4)	(5)	$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter and Promoter Group	7,512,367	71,24,076	94.83	71,24,076	0	100	0
Public – Institutional Holders	1,550	0	--	0	0	--	--
Public - Others	2,747,018	6,338	0.23	6,338	0	100	0
Grand Total	10,260,935	71,30,414	69.49	71,30,414	0	100	0

Unlisted 8.50% Non-Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100/- each)*

Promoter / Public	No. of shares held	Vote Equivalent to Equity Share Capital	No. of votes polled	% of votes on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)	$[(3)/(1)]*100$	(5)	(6)	$[(5)/(3)]*100$	$[(6)/(3)]*100$
Promoter and Promoter Group	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0
Public – Institutional Holders	Nil	--	--	--	--	--	--	--
Public - Others	Nil	--	--	--	--	--	--	--
Grand Total	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0



Resolution No. 2

Appointment of Director in place of Mr. V.S.N. Murty (DIN- 00092348), who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution required: Ordinary Resolution

Mode of Voting: Postal ballot, E - Voting and Poll conducted at the meeting

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

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes on outstanding shares [(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled [(4)/(2)]*100 (6)	% of votes against on votes polled [(5)/(2)]*100 (7)
Promoter and Promoter Group	7,512,367	71,24,076	94.83	71,24,076	0	100	0
Public – Institutional Holders	1,550	0	--	0	0	--	--
Public - Others	2,747,018	6,638	0.24	6,637	1	99.99	0.01
Grand Total	10,260,935	71,30,714	69.49	71,30,713	1	100	0

Unlisted 8.50% Non-cumulative Redeemable Preference Share Capital (Face Value of Rs. 100/- each)*

Promoter / Public	No. of shares held (1)	Vote Equivalent to Equity Share Capital (2)	No. of votes polled (3)	% of votes on outstanding shares [(3)/(1)]*100 (4)	No. of votes – in favour (5)	No. of votes - against (6)	% of votes in favour on votes polled [(5)/(3)]*100 (7)	% of votes against on votes polled [(6)/(3)]*100 (8)
Promoter and Promoter Group	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0
Public – Institutional Holders	Nil	--	--	--	--	--	--	--
Public - Others	Nil	--	--	--	--	--	--	--
Grand Total	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0



Resolution No. 3

Appointment of Statutory Auditors and to fix their remuneration.

Resolution required: Ordinary Resolution

Mode of Voting: Postal Ballot, E - Voting and Poll conducted at the meeting

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

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes on outstanding shares [(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled [(4)/(2)]*100 (6)	% of votes against on votes polled [(5)/(2)]*100 (7)
Promoter and Promoter Group	7,512,367	71,24,076	94.83	71,24,076	0	100	0
Public – Institutional Holders	1,550	0	--	0	0	--	--
Public - Others	2,747,018	6,638	0.24	6,637	1	99.99	0.01
Grand Total	10,260,935	71,30,714	69.49	71,30,713	1	100	0

Unlisted 8.50% Non-cumulative Redeemable Preference Share Capital (Face Value of Rs. 100/- each)*

Promoter / Public	No. of shares held (1)	Vote Equivalent to Equity Share Capital (2)	No. of votes polled (3)	% of votes on outstanding shares [(3)/(1)]*100 (4)	No. of votes – in favour (5)	No. of votes - against (6)	% of votes in favour on votes polled [(5)/(3)]*100 (7)	% of votes against on votes polled [(6)/(3)]*100 (8)
Promoter and Promoter Group	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0
Public – Institutional Holders	Nil	--	--	--	--	--	--	--
Public - Others	Nil	--	--	--	--	--	--	--
Grand Total	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0



Resolution No. 4

Appointment of Mrs. Ramya Hariharan (DIN- 06928511) as Director pursuant to Section 160 of the Companies Act, 2013.

Resolution required: Ordinary Resolution

Mode of Voting: Postal Ballot, E - Voting and Poll conducted at the meeting

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

Promoter/ Public	No. of shares held	No. of votes polled	% of votes on outstanding shares	No. of votes – in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	$[(2)/(1)]*100$	(4)	(5)	$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter and Promoter Group	7,512,367	71,24,076	94.83	71,24,076	0	100	0
Public – Institutional Holders	1,550	0	--	0	0	--	--
Public - Others	2,747,018	6,638	0.24	6,587	51	99.23	0.77
Grand Total	10,260,935	71,30,714	69.49	71,30,663	51	100	0

Unlisted 8.50% Non-cumulative Redeemable Preference Share Capital (Face Value of Rs. 100/- each)*

Promoter / Public	No. of shares held	Vote Equivalent to Equity Share Capital	No. of votes polled	% of votes on outstanding shares	No. of votes – in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)	$[(3)/(1)]*100$	(5)	(6)	$[(5)/(3)]*100$	$[(6)/(3)]*100$
Promoter and Promoter Group	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0
Public – Institutional Holders	Nil	--	--	--	--	--	--	--
Public - Others	Nil	--	--	--	--	--	--	--
Grand Total	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0



Resolution No. 5

Appointment of Mrs. Ramya Hariharan (DIN- 06928511) as an Independent Director.

Resolution required: Ordinary Resolution

Mode of Voting: Postal Ballot, E - Voting and Poll conducted at the meeting

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

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes on outstanding shares [(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled [(4)/(2)]*100 (6)	% of votes against on votes polled [(5)/(2)]*100 (7)
Promoter and Promoter Group	7,512,367	71,24,076	94.83	71,24,076	0	100	0
Public – Institutional Holders	1,550	0	--	0	0	--	--
Public - Others	2,747,018	6,638	0.24	6,587	51	99.23	0.77
Grand Total	10,260,935	71,30,714	69.49	71,30,663	51	100	0

Unlisted 8.50% Non-cumulative Redeemable Preference Share Capital (Face Value of Rs. 100/- each)*

Promoter / Public	No. of shares held (1)	Vote Equivalent to Equity Share Capital (2)	No. of votes polled (3)	% of votes on outstanding shares [(3)/(1)]*100 (4)	No. of votes – in favour (5)	No. of votes – against (6)	% of votes in favour on votes polled [(5)/(3)]*100 (7)	% of votes against on votes polled [(6)/(3)]*100 (8)
Promoter and Promoter Group	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0
Public – Institutional Holders	Nil	--	--	--	--	--	--	--
Public - Others	Nil	--	--	--	--	--	--	--
Grand Total	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0



Resolution No. 6

Appointment of Mr. Yoshikazu Miyasaka (DIN- 07125432) as Director pursuant to Section 160 of the Companies Act, 2013.

Resolution required: Ordinary Resolution

Mode of Voting: Postal Ballot, E - Voting and Poll conducted at the meeting

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

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes on outstanding shares [(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled [(4)/(2)]*100 (6)	% of votes against on votes polled [(5)/(2)]*100 (7)
Promoter and Promoter Group	7,512,367	71,24,076	94.83	71,24,076	0	100	0
Public – Institutional Holders	1,550	0	--	0	0	--	--
Public - Others	2,747,018	6,638	0.24	6,637	1	99.99	0.01
Grand Total	10,260,935	71,30,714	69.49	71,30,713	1	100	0

Unlisted 8.50% Non-cumulative Redeemable Preference Share Capital (Face Value of Rs. 100/- each)*

Promoter / Public	No. of shares held (1)	Vote Equivalent to Equity Share Capital (2)	No. of votes polled (3)	% of votes on outstanding shares [(3)/(1)]*100 (4)	No. of votes – in favour (5)	No. of votes - against (6)	% of votes in favour on votes polled [(5)/(3)]*100 (7)	% of votes against on votes polled [(6)/(3)]*100 (8)
Promoter and Promoter Group	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0
Public – Institutional Holders	Nil	--	--	--	--	--	--	--
Public - Others	Nil	--	--	--	--	--	--	--
Grand Total	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0



Resolution No. 7

Ratification of Material Related Party Transactions for FY 2014-15.

Resolution required: Special Resolution**Mode of Voting:** Postal Ballot, E - Voting and Poll conducted at the meeting**Listed Equity Share Capital (Face Value of Rs. 10/- each)**

Promoter/ Public	No. of shares held (1)	No. of votes polled # (2)	% of votes on outstanding shares [(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled [(4)/(2)]*100 (6)	% of votes against on votes polled [(5)/(2)]*100 (7)
Promoter and Promoter Group	7,512,367	15,36,704	20.45	15,36,704	0	100	0
Public – Institutional Holders	1,550	--	--	--	--	--	--
Public - Others	2,747,018	6,638	0.24	6,637	1	99.99	0.01
Grand Total	10,260,935	15,43,342	15.04	15,43,341	1	100	0

Unlisted 8.50% Non-cumulative Redeemable Preference Share Capital (Face Value of Rs. 100/- each)*

Promoter / Public	No. of shares held (1)	Vote Equivalent to Equity Share Capital (2)	No. of votes polled # (3)	% of votes on outstanding shares [(3)/(1)]*100 (4)	No. of votes – in favour (5)	No. of votes - against (6)	% of votes in favour on votes polled [(5)/(3)]*100 (7)	% of votes against on votes polled [(6)/(3)]*100 (8)
Promoter and Promoter Group	85,00,000	8,50,00,000	2,00,00,000	23.53	2,00,00,000	0	100	0
Public – Institutional Holders	Nil	--	--	--	--	--	--	--
Public - Others	Nil	--	--	--	--	--	--	--
Grand Total	85,00,000	8,50,00,000	2,00,00,000	23.53	2,00,00,000	0	100	0



Resolution No. 8

Approval of Material Related Party Transactions for FY 2015-16.

Resolution required: Special Resolution

Mode of Voting: Postal Ballot, E - Voting and Poll conducted at the meeting

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

Promoter/ Public	No. of shares held (1)	No. of votes polled # (2)	% of votes on outstanding shares [(2)/(1)]*100 (3)	No. of votes – in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled [(4)/(2)]*100 (6)	% of votes against on votes polled [(5)/(2)]*100 (7)
Promoter and Promoter Group	7,512,367	15,36,704	20.45	15,36,704	0	100	0
Public – Institutional Holders	1,550	--	--	--	--	--	--
Public - Others	2,747,018	6,638	0.24	6,638	0	100	0
Grand Total	10,260,935	15,43,342	15.04	15,43,342	0	100	0

Unlisted 8.50% Non-cumulative Redeemable Preference Share Capital (Face Value of Rs. 100/- each)*

Promoter / Public	No. of shares held (1)	Vote Equivalent to Equity Share Capital (2)	No. of votes polled # (3)	% of votes on outstanding shares [(3)/(1)]*100 (4)	No. of votes – in favour (5)	No. of votes - against (6)	% of votes in favour on votes polled [(5)/(3)]*100 (7)	% of votes against on votes polled [(6)/(3)]*100 (8)
Promoter and Promoter Group	85,00,000	8,50,00,000	2,00,00,000	23.53	2,00,00,000	0	100	0
Public – Institutional Holders	Nil	--	--	--	--	--	--	--
Public - Others	Nil	--	--	--	--	--	--	--
Grand Total	85,00,000	8,50,00,000	2,00,00,000	23.53	2,00,00,000	0	100	0



Resolution No. 9

Ratification of Cost Auditors remuneration for F.Y. 2015-16.

Resolution required: Ordinary Resolution

Mode of Voting: Postal Ballot, E - Voting and Poll conducted at the meeting

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

Promoter/ Public	No. of shares held	No. of votes polled	% of votes on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	$[(2)/(1)]*100$	(4)	(5)	$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter and Promoter Group	7,512,367	71,24,076	94.83	71,24,076	0	100	0
Public – Institutional Holders	1,550	0	--	0	0	--	--
Public - Others	2,747,018	6,638	0.24	6,637	1	99.99	0.01
Grand Total	10,260,935	71,30,714	69.49	71,30,713	1	100	0

Unlisted 8.50% Non-cumulative Redeemable Preference Share Capital (Face Value of Rs. 100/- each)*

Promoter / Public	No. of shares held	Vote Equivalent to Equity Share Capital	No. of votes polled	% of votes on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)	$[(3)/(1)]*100$	(5)	(6)	$[(5)/(3)]*100$	$[(6)/(3)]*100$
Promoter and Promoter Group	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0
Public – Institutional Holders	Nil	--	--	--	--	--	--	--
Public - Others	Nil	--	--	--	--	--	--	--
Grand Total	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0



Resolution No. 10

Contribution to Charitable and Other funds

Resolution required: Ordinary Resolution**Mode of Voting:** Postal Ballot, E - Voting and Poll conducted at the meeting**Listed Equity Share Capital (Face Value of Rs. 10/- each)**

Promoter/ Public	No. of shares held	No. of votes polled	% of votes on outstanding shares	No. of votes – in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	7,512,367	71,24,076	94.83	71,24,076	0	100	0
Public – Institutional Holders	1,550	0	--	0	0	--	--
Public - Others	2,747,018	6,638	0.24	6,537	101	98.48	1.52
Grand Total	10,260,935	71,30,714	69.49	71,30,613	101	99.99	0

Unlisted 8.50% Non-cumulative Redeemable Preference Share Capital (Face Value of Rs. 100/- each)*

Promoter / Public	No. of shares held	Vote Equivalent to Equity Share Capital	No. of votes polled	% of votes on outstanding shares	No. of votes – in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Promoter and Promoter Group	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0
Public – Institutional Holders	Nil	--	--	--	--	--	--	--
Public - Others	Nil	--	--	--	--	--	--	--
Grand Total	85,00,000	8,50,00,000	8,50,00,000	100	8,50,00,000	0	100	0



NOTE 1:

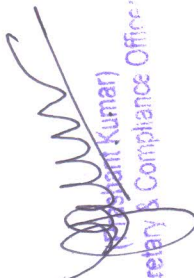
*The Authorised Share Capital of the Company is Rs. 3,500,000,000/- (Rupees three hundred fifty crores only) divided into 15,000,000 (one crore fifty lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each and 33,500,000 (three crores thirty five lakhs) 8.50% Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees one hundred only) each.

On March 23, 2012, the Company has issued 8,500,000 (Eighty-five lakhs) 8.50% non-cumulative redeemable preference shares of Rs. 100/- (Rupees one hundred only) each to its promoters (Tata Steel Limited (65.00 Lakhs) & Yodogawa Steel Works Limited (20.00 Lakhs)). The Company has not been able to pay dividend on preference shares for the financial years 2012-13 & 2013-14. According to section 47 read with other applicable provisions of the Companies Act, 2013, if the Company has not paid dividend for a period of 2 years or more, the preference shareholders shall have a right to vote on all the resolutions placed before the Company and their vote will be 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. Hence, one preference share vote is equivalent to 10 equity share votes. Accordingly, the Preference Shareholders have voted on all the resolutions placed before the meeting.

NOTE 2:

#Tata Steel Limited being the Related Party have not voted on Resolution Nos. 7 & 8.

For TAYO ROLLS LIMITED


Rajesh Kumar
Secretary & Compliance Officer





Combined Report of Scrutinizer [Remote E-voting, Physical Poll and Postal Ballot]

[Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 20, & 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Tayo Rolls Limited
Reg. Office-Annex-2, General Office,
Tata Steel Limited, ,
Bistupur, Jamshedpur- 831001

47th Annual General Meeting of TAYO ROLLS LIMITED held on Thursday, August 20, 2015 at the Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur -831001.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting, Physical Poll and Postal Ballot Forms conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Tayo Rolls Limited held on Thursday, August 20, 2015 at 11.30 a.m.

I, Pramod Kumar Singh of M/ s. P K Singh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tayo Rolls Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process, physical poll and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of Tayo Rolls Limited held on Thursday, August 20, 2015 at 11.30 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 20, 2015.

The Notice dated April 21, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the shareholders who do not have access to remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of Thursday, August 13, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.



The voting period for remote e-voting commenced on Monday, August 17, 2015 at 09:00 a.m. (IST) and ended on Wednesday, August 19, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. Votes cast through Postal ballot forms received up to Tuesday, August 18, 2015 were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the result of the remote e-voting/ physical ballot forms and physical poll at the meeting in respect of the said Resolutions.

a. Item No. 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:
(Ordinary Resolution)**

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

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	33	1542681	100
E-voting	6	5587733	100
Postal Ballot	0	0	0
Combined	39	7130414	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	0	0	0
Postal Ballot	0	0	0
Combined	0	0	0



iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	3	550
E-voting	0	0
Postal Ballot	0	0
Combined	3	550

Unlisted 8.50% Non- Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100 Each)

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	2	85000000	* 100
E-voting	0	0	0
Postal ballot	0	0	0
Combined	2	85000000	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	0	0	0
Postal ballot	0	0	0
Combined	0	0	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Postal ballot	0	0
Combined	0	0



b. Item No.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: (Ordinary Resolution)

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

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	34	1542981	100
E-voting	5	5587732	100
Postal Ballot	0	0	0
Combined	39	7130713	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	1	01	0
Postal Ballot	0	0	0
Combined	1	01	0

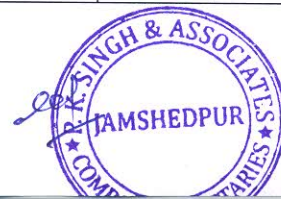
iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	2	250
E-voting	0	0
Postal Ballot	0	0
Combined	2	250

Unlisted 8.50% Non- Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100 Each)

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	2	85000000	100
E-voting	0	0	0



Postal ballot	0	0	0
Combined	2	85000000	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	0	0	0
Postal ballot	0	0	0
Combined	0	0	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Postal ballot	0	0
Combined	0	0

c. Item No.3

To appoint Statutory Auditors and to fix their remuneration: (Ordinary Resolution)

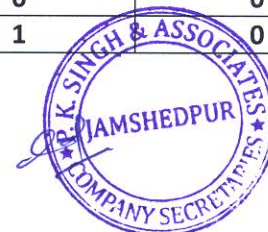
Listed Equity Share Capital (Face Value of Rs. 10/- each)

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	34	1542981	100
E-voting	5	5587732	100
Postal Ballot	0	0	0
Combined	39	7130713	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	1	1	0



Postal Ballot	0	0	0
Combined	1	1	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	2	250
E-voting	0	0
Postal Ballot	0	0
Combined	2	250

Unlisted 8.50% Non- Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100 Each)

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	2	85000000	100
E-voting	0	0	0
Postal ballot	0	0	0
Combined	2	85000000	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	0	0	0
Postal ballot	0	0	0
Combined	0	0	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Postal ballot	0	0
Combined	0	0



d. **Item No.4**

To appoint Mrs. Ramya Hariharan (DIN-06928511) as a Director: (Ordinary Resolution)

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

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	34	1542981	100
E-voting	4	5587682	100
Postal Ballot	0	0	0
Combined	38	7130663	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	2	51	0
Postal Ballot	0	0	0
Combined	2	51	0

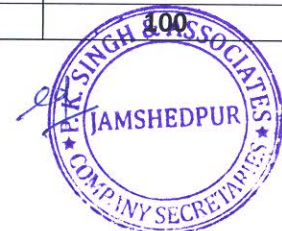
iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	2	250
E-voting	0	0
Postal Ballot	0	0
Combined	2	250

Unlisted 8.50% Non- Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100 Each)

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	2	85000000	100
E-voting	0	0	0
Postal ballot	0	0	0
Combined	2	85000000	100



ii. Voted **against** the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	0	0	0
Postal ballot	0	0	0
Combined	0	0	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Postal ballot	0	0
Combined	0	0

e. **Item No.5**

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

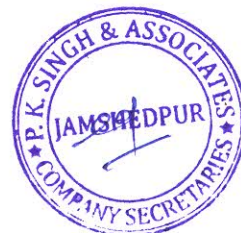
Listed Equity Share Capital (Face Value of Rs. 10/- each)

i. Voted in **favour** of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	34	1542981	100
E-voting	4	5587682	100
Postal Ballot	0	0	0
Combined	38	7130663	100

ii. Voted **against** the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	2	51	0
Postal Ballot	0	0	0
Combined	2	51	0



iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	2	250
E-voting	0	0
Postal Ballot	0	0
Combined	2	250

Unlisted 8.50% Non- Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100 Each)

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	2	85000000	100
E-voting	-	-	-
Postal ballot	0	0	0
Combined	2	85000000	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	0	0	0
Postal ballot	0	0	0
Combined	0	0	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Postal ballot	0	0
Combined	0	0



f. **Item No.6**

To appoint Mr. Yoshikazu Miyasaka (DIN-07125432) as a Director: (Ordinary Resolution)

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

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	34	1542981	100
E-voting	5	5587732	100
Postal Ballot	0	0	0
Combined	39	7130713	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	1	1	0
Postal Ballot	0	0	0
Combined	1	1	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	2	250
E-voting	0	0
Postal Ballot	0	0
Combined	2	250

Unlisted 8.50% Non- Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100 Each)

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	2	85000000	100
E-voting	-	-	-



Postal ballot	0	0	0
Combined	2	85000000	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	0	0	0
Postal ballot	0	0	0
Combined	0	0	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Postal ballot	0	0
Combined	0	0

g. Item No.7

To ratify Material Related Party transactions for FY 2014-15: (Special Resolution)

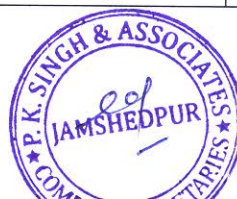
Listed Equity Share Capital (Face Value of Rs. 10/- each)

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	34	1542981	100
E-voting	4	360	100
Postal Ballot	0	0	0
Combined	38	1543341	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	1	1	0



Postal Ballot	0	0	0
Combined	1	1	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	2	250
E-voting	0	0
Postal Ballot	0	0
Combined	2	250

REMARKS- Tata Steel Limited holding 5587372 shares remained neutral for this resolution.

Unlisted 8.50% Non- Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100 Each)

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	1	20000000	100
E-voting	-	-	-
Postal ballot	0	0	0
Combined	1	20000000	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	0	0	0
Postal ballot	0	0	0
Combined	0	0	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0



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

REMARKS- Tata Steel Limited holding 6500000 8.5% Non-cumulative redeemable preference shares Rs. 100 each remained neutral for this resolution.

h. Item No.8

To approve Material Related Party transactions for FY 2015-16 (Special Resolution)

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

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	34	1542981	100
E-voting	5	361	100
Postal Ballot	0	0	0
Combined	39	1543342	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	0	0	0
Postal Ballot	0	0	0
Combined	0	0	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	2	250
E-voting	0	0
Postal Ballot	0	0
Combined	2	250

REMARKS- Tata Steel Limited holding 5587372 shares remained neutral for this resolution.



Unlisted 8.50% Non- Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100 Each)

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	1	20000000	100
E-voting	-	-	-
Postal ballot	0	0	0
Combined	1	20000000	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	0	0	0
Postal ballot	0	0	0
Combined	0	0	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Postal ballot	0	0
Combined	0	0

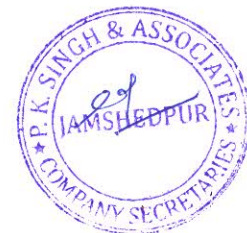
REMARKS- Tata Steel Limited holding 6500000 8.5% Non-cumulative redeemable preference shares Rs. 100 each remained neutral for this resolution.

i. **Item No.9**

To ratify Cost Auditors' remuneration: (Ordinary Resolution)

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

i. Voted in favour of the resolution:



Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	34	1542981	100
E-voting	5	5587732	100
Postal Ballot	0	0	0
Combined	39	7130713	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	1	1	0
Postal Ballot	0	0	0
Combined	1	1	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	2	250
E-voting	0	0
Postal Ballot	0	0
Combined	2	250

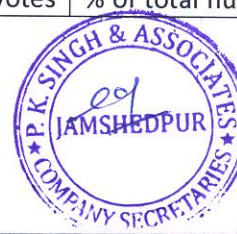
Unlisted 8.50% Non- Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100 Each)

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	2	85000000	100
E-voting	-	-	-
Postal ballot	0	0	0
Combined	2	85000000	100

ii. Voted against the resolution:

Method of	Number of members	Number of votes	% of total number
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voting	present and voting (in person or by proxy)	cast by them	of valid votes cast
Polling	0	0	0
E-voting	0	0	0
Postal ballot	0	0	0
Combined	0	0	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Postal ballot	0	0
Combined	0	0

j. Item No.10

To contribute to Charitable and Other Funds: (Ordinary Resolution)

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

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	34	1542981	100
E-voting	03	5587632	100
Postal Ballot	0	0	0
Combined	37	7130613	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	3	101	0
Postal Ballot	0	0	0
Combined	3	101	0

iii. Invalid votes :

Method of voting	Total number of members	Total number of votes
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	(in person or by proxy) whose votes were declared invalid	cast by them
Polling	2	250
E-voting	0	0
Postal Ballot	0	0
Combined	2	250

Unlisted 8.50% Non- Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100 Each)

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	2	85000000	100
E-voting	-	-	-
Postal ballot	0	0	0
Combined	2	85000000	100

ii. Voted against the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	0	0	0
E-voting	0	0	0
Postal ballot	0	0	0
Combined	0	0	0

iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Postal ballot	0	0
Combined	0	0

1. The registers, all other papers and relevant records relating to electronic voting and physical mode were sealed and handed over to the company secretary as authorized by the chairman in this behalf.



2. On March 23, 2012 the Company has issued 65,00,000 (sixty five lakhs) 8.50% Non-Cumulative redeemable preference share of Rs. 100 each to its promoters Tata Steel Limited and 20,00,000 (Twenty lakhs) 8.5% Non-Cumulative redeemable preference shares to Yodogawa Steel Works Limited. The company has not been able to pay dividend on preference shares for the financial year 2013-14 and 2014-15. According to section 47 and other applicable provisions of the Companies Act, 2013, If the company has not paid dividend for the period of 2 years or more, the preference shareholders shall have a right to vote on all resolutions placed before the company and their vote will be same proportion as the paid up capital in respect of equity shares bears to the paid up capital in respect of preference shares. Hence, one preference share vote is equivalent to 10 equity share votes. Accordingly, the preference shareholders have voted on all resolutions placed before the meeting.
3. Tata Steel Ltd (Folio No. IN30036022388159) holding 55,87,372 equity shares has already voted through e-voting so the votes casted by it in poll has not been taken into account.

Thanking you,

Place:
Dated:

Jamshedpur
21/08/2015

Yours faithfully,



Pramod Kumar Singh
Practicing Company Secretary
FCS No. 5878, CP No. 6019

[Name and Signature of the Scrutinizer]