



SL/SHR/8/308

Dated: 02.09.2014

To,  
The General Manager Corporate Service  
Bombay Stock Exchange Limited  
Floor 25, P.J. Towers,  
Dalal Street Mumbai- 400023

Scrip Code: 504961

Re: Disclosure of voting results of the 46<sup>th</sup> Annual General Meeting held on August 29, 2014 as per the requirement of Clause 35A of the Listing Agreement

Dear Sir,

The 46<sup>th</sup> Annual General Meeting of the Company was held on August 29, 2014 for which e-voting as well as 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. 02.09.2014.

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:

**Details of Voting Results**

| Sl. No. | Particulars  | Details      |
|---------|--|--------------|
| 1       | Date of Annual General Meeting   | 29.08.2014   |
| 2       | Total number of Shareholders as on record date                               | 8,266        |
| 3       | No. of shareholders present in the meeting either in person or through proxy |              |
|         | Promoter and Promoter Group  | 2            |
|         | Public   | 34           |
|         | Preference Shareholders  | 2            |
|         | <b>Total</b>   | <b>38</b>    |
| 4       | No. of shareholders attended the meeting through Video Conferencing          | Not arranged |
|         | Promoter and Promoter Group  |              |
|         | Public   |              |

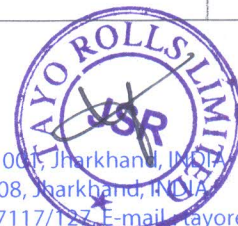
**TAYO ROLLS LIMITED**

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**





Agenda Wise:

| Sl. No | Details of Agenda   | Resolution require (Ordinary/ Special) | Mode of voting  | Remarks  |
|--------|---|--|-----------------|--|
| 1.     | Adoption of Annual Accounts and Directors Report  | Ordinary Resolution                    | 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 for 2 years. |
| 2.     | To appoint a Director in place of Mr. Anahd Sen (DIN- 00237914), who retires by rotation and, being eligible, offers himself for reappointment. | Ordinary Resolution                    | 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 for 2 years. |
| 3.     | To appoint Auditors and to fix their remuneration.  | Ordinary Resolution                    | 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 for 2 years. |
| 4.     | To appoint Mr. K. Shankar Marar (DIN – 06656658) as Director pursuant to section 160 of the Companies Act, 2013.                                | Ordinary Resolution                    | 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 for 2 years. |



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|    |   |                     |                 |  |
|----|---|---------------------|-----------------|--|
| 5. | To Appoint Dr. Subir Kumar Bhattacharyya (DIN-00026534) as an Independent Director. | Ordinary Resolution | 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 for 2 years. |
| 6. | To Appoint Mr. Dipak Kumar Banerjee (DIN-00028123) as an Independent Director.      | Ordinary Resolution | 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 for 2 years. |
| 7. | To Appoint Prof. Ranjan Das (DIN- 01738493) as an Independent Director.             | Ordinary Resolution | 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 for 2 years. |
| 8. | To Appoint Mr. Sudev Chandra Das (DIN-01072628) as an Independent Director.         | Ordinary Resolution | 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 for 2 years. |



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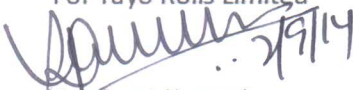
|     |   |                     |                 |  |
|-----|---|---------------------|-----------------|--|
| 9.  | To Ratify Cost Auditors' remuneration.  | Ordinary Resolution | E-voting & Poll | The resolution was passed with requisite majority. In terms of Sec 47 of the Companies Act, 2013, Preference shareholders have also voted on all resolutions due to non-payment of dividend on the Preference shares by the company for 2 years. |
| 10. | To fix borrowing limits of the Board of Directors under section 180 (1) (c) of the Companies Act, 2013.   | Special Resolution  | 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 for 2 years. |
| 11. | To authorize Board of Directors to create charge, mortgages and hypothecations on the assets of the Company under section 180(1)(a) of the Companies Act, 2013. | Special Resolution  | 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 for 2 years. |

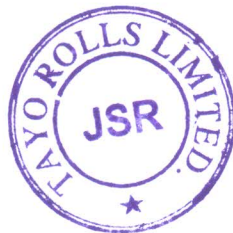
The voting details are annexed herewith in the prescribed format.

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

## TAYO ROLLS LIMITED

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**Agenda-wise**

**Resolution No. 1**

Adoption of Audited Balance Sheet as on March 31, 2014 and the Audited Profit and Loss Account 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:** 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 polled 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 |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 7,512,367          | 7,124,076           | 94.83%                                  | 7,124,076                | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | 1,550              | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | 2,747,018          | 7,501               | 0.27%                                   | 7,501                    | 0.00                   | 100%                                 | 0.00                               |
| <b>Grand Total</b>             | <b>10,260,935</b>  | <b>7,131,577</b>    | <b>69.50%</b>                           | <b>7,131,577</b>         | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |

**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 polled 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 |
|--------------------------------|--------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 8,500,000          | 85,000,000                              | 85,000,000          | 100%                                    | 85,000,000               | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| <b>Grand Total</b>             | <b>8,500,000</b>   | <b>85,000,000</b>                       | <b>85,000,000</b>   | <b>100%</b>                             | <b>85,000,000</b>        | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |



**Resolution No. 2**

Appointment of Director in place of Mr. Anand Sen (DIN- 00237914), who retires by rotation and, being eligible, offers himself for re-appointment.

**Resolution required:** Ordinary Resolution

**Mode of Voting:** 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 polled 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 |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 7,512,367          | 7,124,076           | 94.83%                                  | 7,124,076                | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | 1,550              | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | 2,747,018          | 7,501               | 0.27%                                   | 7,501                    | 0.00                   | 100%                                 | 0.00                               |
| <b>Grand Total</b>             | <b>10,260,935</b>  | <b>7,131,577</b>    | <b>69.50%</b>                           | <b>7,131,577</b>         | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |

**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 polled 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 |
|--------------------------------|--------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 8,500,000          | 85,000,000                              | 85,000,000          | 100%                                    | 85,000,000               | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public † Others                | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| <b>Grand Total</b>             | <b>8,500,000</b>   | <b>85,000,000</b>                       | <b>85,000,000</b>   | <b>100%</b>                             | <b>85,000,000</b>        | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |



**Resolution No. 3**

Appointment of Auditors and to fix their remuneration.

Resolution required: Ordinary Resolution

Mode of Voting: 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 polled 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 |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 7,512,367          | 7,124,076           | 94.83%                                  | 7,124,076                | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | 1,550              | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | 2,747,018          | 7,501               | 0.27%                                   | 7,501                    | 0.00                   | 100%                                 | 0.00                               |
| <b>Grand Total</b>             | <b>10,260,935</b>  | <b>7,131,577</b>    | <b>69.50%</b>                           | <b>7,131,577</b>         | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |

**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 polled 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 |
|--------------------------------|--------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 8,500,000          | 85,000,000                              | 85,000,000          | 100%                                    | 85,000,000               | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| <b>Grand Total</b>             | <b>8,500,000</b>   | <b>85,000,000</b>                       | <b>85,000,000</b>   | <b>100%</b>                             | <b>85,000,000</b>        | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |



**Resolution No. 4**

Appointment of Mr.K. Shankar Marar (DIN- 06656658) as Director pursuant to Sec 160 of the Companies Act, 2013.

**Resolution required:** Ordinary Resolution

**Mode of Voting:** 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 polled 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 |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 7,512,367          | 7,124,076           | 94.83%                                  | 7,124,076                | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | 1,550              | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | 2,747,018          | 7,501               | 0.27%                                   | 7,501                    | 0.00                   | 100%                                 | 0.00                               |
| <b>Grand Total</b>             | <b>10,260,935</b>  | <b>7,131,577</b>    | <b>69.50%</b>                           | <b>7,131,577</b>         | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |

**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 polled 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 |
|--------------------------------|--------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 8,500,000          | 85,000,000                              | 85,000,000          | 100%                                    | 85,000,000               | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| <b>Grand Total</b>             | <b>8,500,000</b>   | <b>85,000,000</b>                       | <b>85,000,000</b>   | <b>100%</b>                             | <b>85,000,000</b>        | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |





**Resolution No. 5**

Appointment of Dr.Subir Kumar Bhattacharyya (DIN- 00026534) as an Independent Director.

**Resolution required:** Ordinary Resolution

**Mode of Voting:** 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 polled 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 |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 7,512,367          | 7,124,076           | 94.83%                                  | 7,124,076                | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | 1,550              | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | 2,747,018          | 7,501               | 0.27%                                   | 7,501                    | 0.00                   | 100%                                 | 0.00                               |
| <b>Grand Total</b>             | <b>10,260,935</b>  | <b>7,131,577</b>    | <b>69.50%</b>                           | <b>7,131,577</b>         | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |

**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 polled 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 |
|--------------------------------|--------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 8,500,000          | 85,000,000                              | 85,000,000          | 100%                                    | 85,000,000               | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| <b>Grand Total</b>             | <b>8,500,000</b>   | <b>85,000,000</b>                       | <b>85,000,000</b>   | <b>100%</b>                             | <b>85,000,000</b>        | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |



**Resolution No. 6**

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

**Resolution required:** Ordinary Resolution**Mode of Voting:** 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 polled 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 |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 7,512,367          | 7,124,076           | 94.83%                                  | 7,124,076                | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | 1,550              | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | 2,747,018          | 7,501               | 0.27%                                   | 7,501                    | 0.00                   | 100%                                 | 0.00                               |
| <b>Grand Total</b>             | <b>10,260,935</b>  | <b>7,131,577</b>    | <b>69.50%</b>                           | <b>7,131,577</b>         | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |

**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 polled 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 |
|--------------------------------|--------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 8,500,000          | 85,000,000                              | 85,000,000          | 100%                                    | 85,000,000               | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public & Others                | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| <b>Grand Total</b>             | <b>8,500,000</b>   | <b>85,000,000</b>                       | <b>85,000,000</b>   | <b>100%</b>                             | <b>85,000,000</b>        | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |



**Resolution No. 7**

Appointment of Prof.Ranjan Das (DIN- 01738493) as an Independent Director.

**Resolution required:** Ordinary Resolution

**Mode of Voting:** 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 polled 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 |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 7,512,367          | 7,124,076           | 94.83%                                  | 7,124,076                | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | 1,550              | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | 2,747,018          | 7,501               | 0.27%                                   | 7,501                    | 0.00                   | 100%                                 | 0.00                               |
| <b>Grand Total</b>             | <b>10,260,935</b>  | <b>7,131,577</b>    | <b>69.50%</b>                           | <b>7,131,577</b>         | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |

**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 polled 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 |
|--------------------------------|--------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 8,500,000          | 85,000,000                              | 85,000,000          | 100%                                    | 85,000,000               | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public & Others                | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| <b>Grand Total</b>             | <b>8,500,000</b>   | <b>85,000,000</b>                       | <b>85,000,000</b>   | <b>100%</b>                             | <b>85,000,000</b>        | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |



**Resolution No. 8**

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

Resolution required: Ordinary Resolution

Mode of Voting: 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 polled 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 |
|---------------------------------|--------------------|---------------------|---|---------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group     | 7,512,367          | 7,124,076           | 94.83%                                  | 7,124,076                 | 0.00                   | 100%                                 | 0.00                               |
| Public -- Institutional Holders | 1,550              | -                   | -                                       | -                         | -                      | -                                    | -                                  |
| Public - Others                 | 2,747,018          | 7,501               | 0.27%                                   | 7,501                     | 0.00                   | 100%                                 | 0.00                               |
| <b>Grand Total</b>              | <b>10,260,935</b>  | <b>7,131,577</b>    | <b>69.50%</b>                           | <b>7,131,577</b>          | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |

**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 polled 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 |
|---------------------------------|--------------------|---|---------------------|---|---------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group     | 8,500,000          | 85,000,000                              | 85,000,000          | 100%                                    | 85,000,000                | 0.00                   | 100%                                 | 0.00                               |
| Public -- Institutional Holders | Nil                | -                                       | -                   | -                                       | -                         | -                      | -                                    | -                                  |
| Public - Others                 | Nil                | -                                       | -                   | -                                       | -                         | -                      | -                                    | -                                  |
| <b>Grand Total</b>              | <b>8,500,000</b>   | <b>85,000,000</b>                       | <b>85,000,000</b>   | <b>100%</b>                             | <b>85,000,000</b>         | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |



**Resolution No. 9**

Ratification of remuneration of Cost Auditors for F.Y. 2014-15.

**Resolution required:** Ordinary Resolution**Mode of Voting:** 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 polled 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 |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 7,512,367          | 7,124,076           | 94.83%                                  | 7,124,076                | -                      | 100%                                 | -                                  |
| Public – Institutional Holders | 1,550              | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | 2,747,018          | 7,501               | 0.27%                                   | 7,501                    | -                      | 100%                                 | -                                  |
| <b>Grand Total</b>             | <b>10,260,935</b>  | <b>7,131,577</b>    | <b>69.50%</b>                           | <b>7,131,577</b>         | <b>-</b>               | <b>100%</b>                          | <b>-</b>                           |

**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 polled 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 |
|--------------------------------|--------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 8,500,000          | 85,000,000                              | 85,000,000          | 100%                                    | 85,000,000               | -                      | 100%                                 | -                                  |
| Public – Institutional Holders | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| <b>Grand Total</b>             | <b>8,500,000</b>   | <b>85,000,000</b>                       | <b>85,000,000</b>   | <b>100%</b>                             | <b>85,000,000</b>        | <b>-</b>               | <b>100%</b>                          | <b>-</b>                           |



**Resolution No. 10**

Fixing the borrowing limits of the Board under section 180(1)(c) of the Companies Act, 2013.

**Resolution required:** Special Resolution

**Mode of Voting:** 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 polled 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 |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 7,512,367          | 7,124,076           | 94.83%                                  | 7,124,076                | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | 1,550              | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | 2,747,018          | 7,501               | 0.27%                                   | 7,501                    | 0.00                   | 100%                                 | 0.00                               |
| <b>Grand Total</b>             | <b>10,260,935</b>  | <b>7,131,577</b>    | <b>69.50%</b>                           | <b>7,131,577</b>         | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |

**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 polled 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 |
|--------------------------------|--------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 8,500,000          | 85,000,000                              | 85,000,000          | 100%                                    | 85,000,000               | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| <b>Grand Total</b>             | <b>8,500,000</b>   | <b>85,000,000</b>                       | <b>85,000,000</b>   | <b>100%</b>                             | <b>85,000,000</b>        | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |



**Resolution No. 11**

Authorizing Board under section 180(1)(a) of the Companies Act, 2013, to create charge, mortgage, pledge etc. on the assets of the Company.

**Resolution required:** Special Resolution**Mode of Voting:** 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 polled 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 |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 7,512,367          | 7,124,076           | 94.83%                                  | 7,124,076                | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | 1,550              | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | 2,747,018          | 7,501               | 0.27%                                   | 7,501                    | 0.00                   | 100%                                 | 0.00                               |
| <b>Grand Total</b>             | <b>10,260,935</b>  | <b>7,131,577</b>    | <b>69.50%</b>                           | <b>7,131,577</b>         | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |

**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 polled 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 |
|--------------------------------|--------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group    | 8,500,000          | 85,000,000                              | 85,000,000          | 100%                                    | 85,000,000               | 0.00                   | 100%                                 | 0.00                               |
| Public – Institutional Holders | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Others                | Nil                | -                                       | -                   | -                                       | -                        | -                      | -                                    | -                                  |
| <b>Grand Total</b>             | <b>8,500,000</b>   | <b>85,000,000</b>                       | <b>85,000,000</b>   | <b>100%</b>                             | <b>85,000,000</b>        | <b>0.00</b>            | <b>100%</b>                          | <b>0.00</b>                        |



\*Note: 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) 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 year 2012-13 & 2013-14. According to section 47 & 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.







**Combined Report of Scrutinizer [E-voting and Physical Poll]**

*[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

46<sup>th</sup> Annual General Meeting of TAYO ROLLS LIMITED held on Friday, August 29, 2014 at the Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur -831001.

Dear Sir,

I, **Pramod Kumar Singh**, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken and e voting conducted on the below mentioned resolution(s) at the Annual General Meeting of **TAYO ROLLS LIMITED**, held on Friday, August 29, 2014, submit my combined report as under:

a. **Item No. 1**

To receive, consider and adopt the Audited Balance Sheet as on March 31, 2014 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 |
|------------------|--|------------------------------|---------------------------------------|
| E-voting         | 02   | 5587472                      | -                                     |
| Polling          | 36   | 1544105                      | -                                     |
| Combined         | 38   | 7131577                      | 100                                   |

*Pramod*



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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

**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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | <b>-</b>   | <b>-</b>                     | <b>-</b>                              |
| <b>Polling</b>   | <b>2</b>   | <b>85000000</b>              | <b>-</b>                              |
| <b>Combined</b>  | <b>2</b>   | <b>85000000</b>              | <b>100</b>                            |

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

*Pranav*



b. Item No.2

To appoint a Director in place of Mr. Anand Sen (DIN- 00237914), who retires by rotation and, being eligible, offers himself for reappointment. (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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | <b>02</b>  | <b>5587472</b>               | <b>-</b>                              |
| <b>Polling</b>   | <b>36</b>  | <b>1544105</b>               | <b>-</b>                              |
| <b>Combined</b>  | <b>38</b>  | <b>7131577</b>               | <b>100</b>                            |

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | <b>-</b>   | <b>-</b>                     | <b>-</b>                              |
| <b>Polling</b>   | <b>2</b>   | <b>85000000</b>              | <b>-</b>                              |
| <b>Combined</b>  | <b>2</b>   | <b>85000000</b>              | <b>100</b>                            |

*Anand Sen*



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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

c. **Item No.3**

**To appoint 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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | <b>02</b>  | <b>5587472</b>               | <b>-</b>                              |
| <b>Polling</b>   | <b>36</b>  | <b>1544105</b>               | <b>-</b>                              |
| <b>Combined</b>  | <b>38</b>  | <b>7131577</b>               | <b>100</b>                            |

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

*Pranav*



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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

**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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | <b>-</b>   | <b>-</b>                     | <b>-</b>                              |
| <b>Polling</b>   | <b>2</b>   | <b>85000000</b>              | <b>-</b>                              |
| <b>Combined</b>  | <b>2</b>   | <b>85000000</b>              | <b>100</b>                            |

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

*Pramod*



d. Item No.4

To appoint Mr. K. Shankar Marar (DIN – 06656658) as Director pursuant to section 160 of the Companies Act, 2013. (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 |
|------------------|--|------------------------------|---------------------------------------|
| E-voting         | 02   | 5587472                      | -                                     |
| Polling          | 36   | 1544105                      | -                                     |
| Combined         | 38   | 7131577                      | 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                                     |
| Combined         | 0  | 0                            | 0                                     |

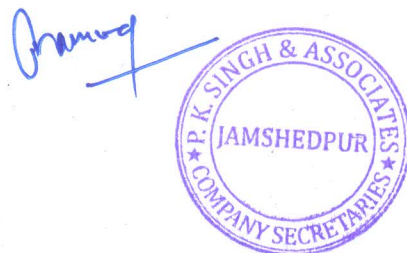
iii. Invalid votes :

| 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                                  |
| Combined         | 0   | 0                                  |

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 |
|------------------|--|------------------------------|---------------------------------------|
| E-voting         | -  | -                            | -                                     |
| Polling          | 2  | 85000000                     | -                                     |
| 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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

e. Item No.5

To Appoint Dr. Subir Kumar Bhattacharyya (DIN- 00026534) as an Independent 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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | <b>02</b>  | <b>5587472</b>               | <b>-</b>                              |
| <b>Polling</b>   | <b>36</b>  | <b>1544105</b>               | <b>-</b>                              |
| <b>Combined</b>  | <b>38</b>  | <b>7131577</b>               | <b>100</b>                            |

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |



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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

**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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | <b>-</b>   | <b>-</b>                     | <b>-</b>                              |
| <b>Polling</b>   | <b>2</b>   | <b>85000000</b>              | <b>-</b>                              |
| <b>Combined</b>  | <b>2</b>   | <b>85000000</b>              | <b>100</b>                            |

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

*(Handwritten Signature)*





f. Item No.6

To Appoint Mr. Dipak Kumar Banerjee (DIN- 00028123) as an Independent 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 |
|------------------|--|------------------------------|---------------------------------------|
| E-voting         | 02   | 5587472                      | -                                     |
| Polling          | 36   | 1544105                      | -                                     |
| Combined         | 38   | 7131577                      | 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                                     |
| Combined         | 0  | 0                            | 0                                     |

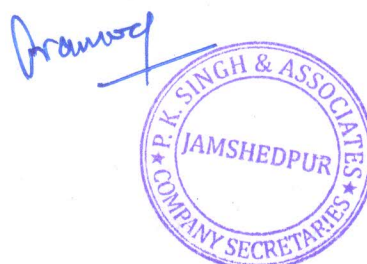
iii. Invalid votes :

| 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                                  |
| Combined         | 0   | 0                                  |

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 |
|------------------|--|------------------------------|---------------------------------------|
| E-voting         | -  | -                            | -                                     |
| Polling          | 2  | 8500000                      | -                                     |
| Combined         | 2  | 8500000                      | 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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

g. **Item No.7**

**To Appoint Prof. Ranjan Das (DIN- 01738493) as an Independent Director (Ordinary Resolution).**

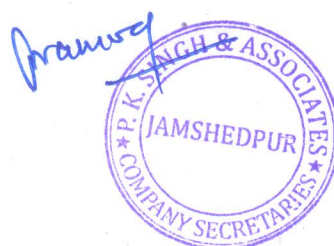
**Listed Equity Share Capital (Face Value of Rs. 10/- each)**

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | <b>02</b>  | <b>5587472</b>               | <b>-</b>                              |
| <b>Polling</b>   | <b>36</b>  | <b>1544105</b>               | <b>-</b>                              |
| <b>Combined</b>  | <b>38</b>  | <b>7131577</b>               | <b>100</b>                            |

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |



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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

**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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | <b>-</b>   | <b>-</b>                     | <b>-</b>                              |
| <b>Polling</b>   | <b>2</b>   | <b>85000000</b>              | <b>-</b>                              |
| <b>Combined</b>  | <b>2</b>   | <b>85000000</b>              | <b>100</b>                            |

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

*Aravind*



h. Item No.8

To Appoint Mr. Sudev Chandra Das (DIN- 01072628) as an Independent 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 |
|------------------|--|------------------------------|---------------------------------------|
| E-voting         | 02   | 5587472                      | -                                     |
| Polling          | 36   | 1544105                      | -                                     |
| Combined         | 38   | 7131577                      | 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                                     |
| Combined         | 0  | 0                            | 0                                     |

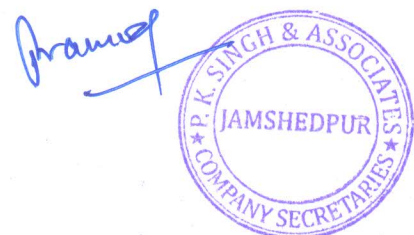
iii. Invalid votes :

| 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                                  |
| Combined         | 0   | 0                                  |

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 |
|------------------|--|------------------------------|---------------------------------------|
| E-voting         | -  | -                            | -                                     |
| Polling          | 2  | 85000000                     | -                                     |
| 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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

i. **Item:No.9**

**To Ratify Cost Auditors' remuneration. (Ordinary Resolution).**

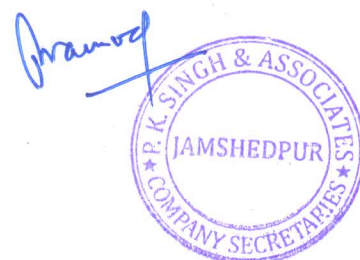
**Listed Equity Share Capital (Face Value of Rs. 10/- each)**

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | <b>02</b>  | <b>5587472</b>               | <b>-</b>                              |
| <b>Polling</b>   | <b>36</b>  | <b>1544105</b>               | <b>-</b>                              |
| <b>Combined</b>  | <b>38</b>  | <b>7131577</b>               | <b>100</b>                            |

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |



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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

**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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | <b>-</b>   | <b>-</b>                     | <b>-</b>                              |
| <b>Polling</b>   | <b>2</b>   | <b>85000000</b>              | <b>-</b>                              |
| <b>Combined</b>  | <b>2</b>   | <b>85000000</b>              | <b>100</b>                            |

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

*Pranay*



j. Item No.10

To fix borrowing limits of the Board of Directors under section 180 (1) (c) of the Companies Act, 2013. (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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | <b>02</b>  | <b>5587472</b>               | -                                     |
| <b>Polling</b>   | <b>36</b>  | <b>1544105</b>               | -                                     |
| <b>Combined</b>  | <b>38</b>  | <b>7131577</b>               | <b>100</b>                            |

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | -  | -                            | -                                     |
| <b>Polling</b>   | <b>2</b>   | <b>85000000</b>              | -                                     |
| <b>Combined</b>  | <b>2</b>   | <b>85000000</b>              | <b>100</b>                            |



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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

k. **Item No. 11**

To authorize the Board of Directors to create charge, mortgages and hypothecations on the assets of the Company under section 180(1)(a) of the Companies Act, 2013. (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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | <b>02</b>  | <b>5587472</b>               | <b>-</b>                              |
| <b>Polling</b>   | <b>36</b>  | <b>1544105</b>               | <b>-</b>                              |
| <b>Combined</b>  | <b>38</b>  | <b>7131577</b>               | <b>100</b>                            |

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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |





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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

**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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>E-voting</b>  | -  | -                            | -                                     |
| <b>Polling</b>   | <b>2</b>   | <b>85000000</b>              | -                                     |
| <b>Combined</b>  | <b>2</b>   | <b>85000000</b>              | <b>100</b>                            |

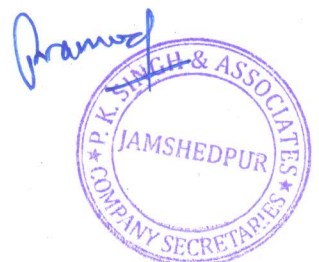
ii. Voted against the resolution:

| 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 |
|------------------|--|------------------------------|---------------------------------------|
| <b>Polling</b>   | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>E-voting</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |
| <b>Combined</b>  | <b>0</b>   | <b>0</b>                     | <b>0</b>                              |

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 |
|------------------|---|------------------------------------|
| <b>Polling</b>   | <b>0</b>  | <b>0</b>                           |
| <b>E-voting</b>  | <b>0</b>  | <b>0</b>                           |
| <b>Combined</b>  | <b>0</b>  | <b>0</b>                           |

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 8500000 (Eighty Five lakhs) 8.50% Non-Cumulative redeemable preference share of Rs. 100 each to its promoters {Tata Steel Limited (65 Lakhs) and Yodogawa Steel Works limited (20 Lakhs)}. The company has not been able to pay dividend on preference shares for the financial year 2012-13 and 2013-14. 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 in equivalent to 10 equity share votes. Accordingly, the preference shareholders have voted on all resolutions place before the meeting.
3. Separate report in respect of electronic voting and physical polling are enclosed.

Thanking you,

Yours faithfully,

Place: Jamshedpur  
Dated: 02/09/2014



*Pramod*

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

[Name and Signature of the Scrutinizer]