

Dated: 22.09.2016

To,
The Secretary –Listing Department,
Bombay Stock Exchange Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Re: Voting results of 48th Annual General Meeting ("AGM") of Tayo Rolls Limited ("the Company") (Scrip Code: 504961)

Dear Sir/ Madam,

The 48th AGM of the Company was held on Wednesday, September 21, 2016 at 11.30 a.m. at the Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur – 831 001 to transact the business as mentioned in the Notice dated August 19, 2016, convening the AGM.

In this regard, please find enclosed the following:

- Voting results of the business transacted at the AGM, as required under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – (Ref: Annexure-1)
- Report of the Scrutinizer dated September 22, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – (Ref: Annexure-2)

The voting Results along with the Scrutinizer's Report dated September 22, 2016 is also made available on the Company website at www.tayo.co.in

This is for your information and records please.

Yours faithfully,

MUNICIPALITY

For Tayo Rolls Limited

Prashant Kumar Company Secretary &

Compliance Officer

Encl: As above

Details of Voting Results As per regulation 44(3) of the SEBI (LODR) Regulations, 2015

Date of AGM/ EGM / Declaration of Voting Results of Postal Ballet	September 21, 2016
Record date / Cut-off date for e-voting	15,09.2016
Total Number of Shareholders as on Record-date / Cut-off date	8150
Number of shareholders who have cast their votes:	
1. Promoter & Promoter Group	4
2. Public	50

Resolution No. -1

Summary of Resolution	To receive, consider and adopt the Audited Balance Sheet as on March 31,
	2016 and the Audited Statement of Profit and Loss for the year ended on that
	date together with the Reports of the Board of Directors and the Auditors
	thereon.
Resolution Required (Ordinary / Special)	Ordinary Resolution
Whether Promoter / Promoter Group are interested in the Agenda/	No
Resolution	

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

															1	1	XC XC
% of votes	against on	votes polled	7= (5/2)*100		0.00	0.00	1	0.00	0.00	0.00	1	0.00	0.00	0.00	4	0.00	0.00
% of votes in	favour on	votes polled	6=(4/2)*100		100.00	100.00	4	100.00	0.00	00.00	4	0.00	100.00	100.00		100.00	100.00
No of votes	against (5)				0	0	4	0	0	0		0	0	0		0	0
No of votes in	favour	(4)			5664622	1536704		7201326	0	0	1	0	750	5940	1	0699	7208016
% of votes	polled on	outstanding	shares	3= (2/1)*100	75.40	20.46	1	95.86	0.00	0.00	,	0.00	0.03	0.22	3	0.24	70.25
No. of votes	polled	(2)			5664622	1536704	4	7201326	0	0	9	0	750	5940	g	0699	7208016
No. of Shares	held	(1)				20000	/95715/			7	OCCT			01017	2/4/010		10260935
Mode of	Voting				E-voting	Poll	Postal Ballot	Total	E-voting	Poll	Postal Ballot	Total	E-voting	Poll	Postal Ballot	Total	
Category					Promoter &	Promoter	Group		Public -	Institutions			Public - Non-	Institutions			TOTAL

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

Resolution No-2

Summary of Resolution	To appoint a Director in place of Mr. Anand Sen, (DIN- 00237914), who retires by rotation and, being eligible, offers himself for re-appointment
Resolution Required (Ordinary / Special)	Ordinary Resolution
Whether Promoter / Promoter Group are interested in the Agenda/	No
Resolution	

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

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					1	U	Y	7	
	% of votes	against on	votes polled	7= (5/2)*100		0.00	0.00	4	00.0
	% of votes in	favour on	votes polled	6=(4/2)*100		100.00	100.00	1	100.00
- Annual Contraction of the cont	No of votes	against (5)				0	0	8	0
	No of votes in	favour	(4)			5664622	1536704		7201326
	% of votes	polled on	outstanding	shares	3= (2/1)*100	75.40	20.46	3	95.86
de la desta de la completa de la completa de la completa de la desta de la completa del la completa de la completa del la completa de la completa del la completa de la completa del la completa della della completa della complet	No. of votes	polled	(2)			5664622	1536704	•	7201326
	No. of Shares	held	(1)				1000	/27720/	
	Mode of	Voting				E-voting	Poll	Postal Ballot	Total
	Category					Promoter &		Group	

Public -	E-voting	under ents den die des centrales des paraceis entre conductor anno de la conductor considerar.	0	0.00	0	0	0.00	00.0
Institutions	Poll	200	0	0.00	0	0	0.00	0.00
	Postal Ballot	occi	£		1	1	49	
	Total		0	0.00	0	0	0.00	0.00
Public - Non-	E-voting		750	0.03	750	0	100.00	0.00
Institutions	Poll	0102720	5940	0.22	5940	0	100.00	0.00
	Postal Ballot	010/4/2	£	,	*		4.	
	Total		0699	0.24	0699	0	100.00	0.00
TOTAL		10260935	7208016	70.25	7208016	0	100.00	00.00

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

Promoter & E-voting Shares held (1) Equivalent to Equity (1) Promoter & E-voting - Capital (2) Promoter & E-voting - - Group - - Public - E-voting - - Institutions Poll - Public - Non- E-voting - - Public - Non- E-voting - - Institutions Poll - Postal Ballot - - Postal Ballot - - Postal Ballot - - Postal Ballot - - Total - - Postal Ballot - - Total - - Total - -	Vote No. of	% of votes	No of votes No o	No of votes	% of votes in	% of votes
ter & E-voting		polled on in f	in favour again	against (6)	favour on	against on
ter & E-voting	to Equity votes polled	outstanding (5)			votes polled	votes polled
ter & E-voting	Share (3) #	shares			7=(5/3)*100	8= (6/3)*100
ter & E-voting - Poll 23500000 Postal Ballot - Postal - Postal Ballot - Postal Ballot - Postal Ballot - Postal Ballot - Postal - Postal Ballot - Postal - Post	Capital (2)	4= (3/2)*100				
ions Poll 23500000 - Total 23500000 - E-voting	Ţ			4	eses sus per promover convention and substitute design of the second substitute of the second su	
Postal Ballot		100.00 235	235000000	0	100.00	00.00
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TOTAL 23500000 23500000		100.00 235	235000000	0	100.00	00.00

Resolution No-3

Summary of Resolution Resolution Required (Ordinary / Special) Whether Promoter / Promoter Group are interested in the Agenda/ Resolution		
Required (Ordinary / Special) romoter / Promoter Group are interested in the Agenda/	Summary of Resolution	To appoint Statutory Auditors and to fix their remuneration
romoter / Promoter Group are interested i	Resolution Required (Ordinary / Special)	Ordinary Resolution
Resolution	Whether Promoter / Promoter Group are interested in the Agenda/	No
	Resolution	



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

of votes % of votes No of votes in No of votes % of votes in % of votes	polled on favour against (5) favour on against on	votes polled		75.40 5664622 0 100.00 0.00			95.86 7201326 0 100.00 0.00	0.00	0.00 0.00 0.00		0.00 0.00 0.00	0.03 750 0 100.00 0.00	0.22 5040 0 100.00	00:001	00.001	6690 0 100.00
						-		00.00	0.00	9	0.00	0.03	0.22			0.24
(1) polled (2)				5664622	1536704	, , , , , , , , , , , , , , , , , , , ,	7201326	0	0	, OCCT	0	750		Z/4/078		0699
Voting	_			E-voting	Poll	Postal Ballot	Total	E-voting	Poll	Postal Ballot	Total	E-voting	Poll	Doctor Dallot	rustal panot	Total
				Promoter &	Promoter	Group		Public -	Institutions			Public - Non-	Institutions			

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

% of votes	against on	votes polled	8= (6/3)*100			0.00	1	0.00	\$	E Proposition de la company de	The state of the s	de descriptors général commerce de material person destigarem mais commente fondações de commerce de destinações de commerce d	en e			en entre de construir de la construir de con	0.00
% of votes in	favour on	votes polled	7=(5/3)*100			100.00	\$	100.00			*			*	*		100.00
No of votes	against (6)				*	0	*	0		And the state of t		Main en en la management de la managemen		and a construction and a construction of the c	*		0
No of votes	in favour	(2)			Antonio de la companio de propriede de propr	235000000	-	235000000		-						3	235000000
% of votes	polled on	outstanding	shares	4= (3/2)*100	ende de compression de la compression de compressio	100.00	stated descriptions have deformed and adversaries and descriptions and connection of connections when	100.00	egis.	de de la companyación de la company	en e	ente en entre entr	makin ningkarin nabata memananan kajayan dah kepanajan ja majaraja dahan dahan dahan dahan dahan dahan dahan da	enderform en de primeira de primeira de primeira de primeira de primeira de primeira de deservação de primeira	der for entre projection de la faction de	entra enterministra de la compania del la compania de la compania del la compania de la compania del la compania de la compania de la compania de la compania de la compania del la c	100.00
No. of	equivalent	votes polled	(3) #		-	235000000	-	235000000			de anterior que destructuras de la companya del la companya de la companya del la companya de la	Anamanii arisand-rija-daranjaja karanja kalandarii (karanandaranja karanja karanja karanja karanja karanja kar		PRO PROPERTY AND P		The state of the s	235000000
Vote	Equivalent	to Equity	Share	Capital (2)	1	235000000	ź	235000000	9	1	3	3	The second secon	1	1		235000000
No. of	Shares held	(1)			ı	23500000	ē	23500000	\$	4	ş	3		ş	8	Parameter de la company de la	23500000
Mode of	Voting				E-voting	Poll	Postal Ballot	Total	E-voting	Poll	Postal Ballot	Total	E-voting	Poli	Postal Ballot	Total	
Category					Promoter &	Promoter	Group		Public -	Institutions			Public - Non-	Institutions			TOTAL



Resolution No-4

Summary of Resolution Summary of Resolution Resolution Required (Ordinary / Special) Resolution Required (Ordinary / Special) Resolution Resolution No Resolution		
) se interested in the Agenda/	Summary of Resolution	To re-appoint Mr. K. Shankar Marar (DIN-06656658), as the Managing
e interested in the Agenda/		Director of the Company for a further period of three years
romoter / Promoter Group are interested in	Resolution Required (Ordinary / Special)	Special Resolution
Resolution	Whether Promoter / Promoter Group are interested in the Agenda/	No
	Resolution	

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

Category	Mode of	No. of Shares	No. of votes	% of votes	No of votes in	No of votes	% of votes in	% of votes
	Voting	held	polled	polled on	favour	against (5)	favour on	against on
		(1)	(2)	outstanding	(4)		votes polled	votes polled
				shares			6=(4/2)*100	7= (5/2)*100
				3= (2/1)*100				
Promoter &	E-voting		5664622	75.40	5664622	0	100.001	0.00
Promoter	Poll	1000111	1536704	20.46	1536704	0	100.00	00.0
Group	Postal Ballot	/96716/	æ		1		\$	1
	Total		7201326	95.86	7201326	0	100.00	0.00
Public -	E-voting		0	0.00	0	0	00'0	00.0
Institutions	Poll	7	0	0.00	0	0	0.00	0.00
	Postal Ballot	OSST		,	*			4
	Total		0	0.00	0	0	0.00	0.00
Public - Non-	E-voting		700	0.03	650	50	92.85	7.15
Institutions	Poll	0101710	5940	0.21	5940	0	100.00	0.00
	Postal Ballot	2/4/010	ŧ	1	1	3	\$	1
	Total		6640	0.24	6590	50	99.25	0.75
TOTAL		10260935	7207966	70.25	7207916	50	100.00	0.00

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

% of votes	against on	votes polled	8= (6/3)*100		e	0.00	ī	0.00
% of votes in	favour on	votes polled	7=(5/3)*100		1	100.00	1	100.00
No of votes	against (6)				ŧ	0	1	0
No of votes	in tayour	(2)			•	235000000	,	235000000
% of votes	polled on	outstanding	shares	4= (3/2)*100	4.	100.00	•	100.00
No. of	eduivalent	votes polled	(3) #		1	235000000	•	235000000
Vote	Equivalent	to Equity	Share	Capital (2)	1	235000000	,	235000000
No. of	Shares held	(1)			•	23500000	,	23500000
Mode of	Voting				E-voting	Poll	Postal Ballot	Total
Category					Promoter &	Promoter	Group	



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E-voting	Doll	50	Postal Ballot	Total	The state of the s	E-voting	Poli		Postal Ballot	Total	lotal		Periodic Particular Superior Contract C	Manager and the second
Public -	Institutions				17.70	Labic - Non-	Institutions					TOTAL	400	

Resolution No-5

	To ratify Material Related party Transactions for FY 2015-16	Ordinary Resolution	ida/ Tata Steel Limited, being a related party under section 2(76) of the Companies	Act, 2013 read with regulation 23(4) of the SEBI (LODR), 2015, is interested in	this resolution. Hence, Tata Steel Limited and its related parties have not	exercised their voting rights on this resolution
The same that th	Summary of Resolution	Resolution Required (Ordinary / Special)	Whether Promoter / Promoter Group are interested in the Agenda/	Nest and the second sec		

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

		_	_				1	_		-	-	1 1		-	
% of votes against on votes polled 7= (5/2)*100	000	00.0	0.00	4	0.00	0.00	000		1	0.00	6.6/	0.00	And the second control of the second control	76.0	0.00
% of votes in favour on votes polled 6=(4/2)*100	100.00	100.00	700.00		100.00	0.00	00'00		000	0.00	33.33	100.00		90 25	100.00
No of votes against (5)	0	0	_		2	0	0	en e		EO EO		0	1	50	50
No of votes in favour (4)	30200	1536704		1555001	+000001		0	And the control of th	0	200	200	5940		6640	1573544
% of votes polled on outstanding shares 3= (2/1)*100	0.40	20.46	The second contraction of the second contrac	20.86		0.00	0.00		0.00	0.03	0.34	77.0	•	0.24	15.34
No. of votes polled (2)	30200	1536704	de de la companya de	1566904			0		0	750	5010	0100		0699	1573594
No. of Shares held (1)		7513354	/27720/				1550			a de la companya del la companya de		2747018			10260935
Voting	E-voting	Poll	Postal Ballot	Total	E-voting	Doll		Postal Ballot	Total	E-voting	Poll	Poetal Ballot	t Catal Dallot	lotal	
	Promoter &	Promoter	Group		Public	Institutions					Institutions				TOTAL



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

Mode of	No. of	Vote	No. of	% of votes	No of votes	No of votes	% of votes in	% of votes
	Shares held	Equivalent	equivalent	polled on	in favour	against (6)	favour on	against on
	(1)	to Equity	votes polled	outstanding	(2)		votes polled	votes polled
		Share	(3) #	shares			7=(5/3)*100	8= (6/3)*100
		Capital (2)		4= (3/2)*100				
		J		ere en	ese The second state of the second se	die Desperante in des ausgeste des ausgeste des proprietes ausgeste des proprietes ausgeste des proprietes de pr	ed a	abanania di manapanana na daniari ma kajana ana daniari di managana na daniari ma kajana ana daniari di managana na daniari da
	23500000	235000000	20000000	8.51	20000000	0	100.00	0.00
Postal Ballot		j	Billion and the state of the st	described and consideration of the constitution of the constitutio	des des justices establishes des grands des grands des des des des des des des des des d	de la constitución de la constit		or principal and a second and a
	23500000	235000000	20000000	8.51	20000000	0	100.00	00'0
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Postal Ballot		%s	estantamental succeptanta del proposato per	mentalise attendencia de proposación de construcción de constr	en minute frances en extra en entra en		de de la companya del companya del companya de la companya del la companya de la	en de de completación de la comp
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		5		alle Amerika de	ete en	minima describir de constante en especial de constante de		editerational has propriessed in the second control of the second
-	23500000	235000000	20000000	100	20000000		100.00	00.0

Resolution No-6

Summary of Resolution	To approve Material Related Party Transactions for FY 2016-17
Resolution Required (Ordinary / Special)	Ordinary Resolution
Whether Promoter / Promoter Group are interested in the Agenda/	Tata Steel Limited, being a related party under section 2(76) of the Companies
Resolution	Act, 2013 read with regulation 23(4) of the SEBI (LODR), 2015, is interested in
	this resolution. Hence, Tata Steel Limited and its related parties have not
	exercised their voting rights on this resolution.

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

		7	V	ريا
% of votes against on votes polled 7= (5/2)*100		The state of the s		
% of votes in % of favour on aga votes polled vot 6=(4/2)*100	0.00	00.00	-	00.00
% of v favour votes 6=(4/7	100.00	100.00	5	100.00
No of votes against (5)	0	0	The second secon	0
No of votes in No of votes favour against (5)	30200	1536704	PP	1566904
% of votes polled on outstanding shares 3= (2/1)*100	0.40	20.46	1	20.86
No. of votes polled (2)	30200	1536704	ē	1566904
No. of Shares held (1)		7519967		
Made of Voting	E-voting	Poll	Postal Ballot	Total
Category	Promoter &	Promoter	Group	

Public -	E-voting	de de la companya de	0	0.00	0	0	0.00	0.00
Institutions	Poll	2	0	0.00	0	0	0.00	0.00
	Postal Ballot	Occ.	4	,	7	*	5	9
	Total		0	0.00	0	0	0.00	0.00
Public - Non-	E-voting		750	0.03	700	50	93.33	6.67
Institutions	Poll	9701710	5940	0.21	5940	0	100.00	0.00
	Postal Ballot	\$1410TQ					4	4
	Total		0699	0.24	6640	50	99.25	0.75
TOTAL		10260935	1573594	15.34	1573544	20	100.00	0.00

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

												- 1					
% of votes	against on	votes polled	8= (6/3)*100		8	00.00	ŧ	00.00	\$		8	8	* 1	ŧ	4	•	00.00
% of votes in	favour on	votes polled	7=(5/3)*100		25.	100.00	¥.	100.00	\$	¢.	\$	4	g.	ŧ	4	1	100.00
No of votes	against (6)				Ĉ.	0	1	0	*	ł	2	ą	ē.		Α.	1	0
No of votes	in favour	(2)			3	20000000	3	20000000	3	1	1	3	3	1	1	1	20000000
% of votes	polled on	outstanding	shares	4= (3/2)*100		8.51		8.51	\$	age .	age .	ē	8	\$	*	ı	8.51
No. of	equivalent	votes polled	(3) #		1	20000000		20000000	•	1	4	1	•	1	1	1	20000000
Vote	Equivalent	to Equity	Share	Capital (2)	1	235000000	1	235000000	3	1	1	1	1	1	1	1	235000000
No. of	Shares held	(1)			ą	23500000	1	23500000	*	P	•	1	1	*		1	23500000
Mode of	Voting				E-voting	Poll	Postal Ballot	Total	E-voting	Poll	Postal Ballot	Total	E-voting	Poll	Postal Ballot	Total	
Category					Promoter &	Promoter	Group		Public -	Institutions			Public - Non-	Institutions			TOTAL

Resolution No-7

Summary of Resolution	To ratify Cost Auditors' remuneration
Resolution Required (Ordinary / Special)	Ordinary Resolution
Whether Promoter / Promoter Group are interested in the Agenda/	No
Resolution	

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

otes in % of votes	on against on		:)*100 7= (5/2)*100		0.00	0.00	4	0.00	0.00	0.00	4	0.00	0.00	00.0	4	0.00	000
No of votes in	against (5) favour on	votes polled	6=(4/2)*100		0 100.00	00.001	4	00.001	00.00	00'0	1.	00:00	0 100.00	100.00	4	0 100.00	00 001
No of votes in	favour	(4)			5664622	1536704	*	7201326	0	0	*	0	700	5940	1	0699	7307066
% of votes	polled on	outstanding	shares	3=(2/1)*100	75.40	20.46		95.86	0.00	0.00		0.00	0.03	0.22	3	0.24	30.00
No. of votes	polled	(2)			5664622	1536704	E.	7201326	0	0	40	0	700	5940		0699	2307055
No. of Shares	held	(1)			en de service de la companya del la companya de la	1000	/27730/		er e	1	Deel		enemental de la companya de la comp	0.00	2/4/0T8		2000000
Mode of	Voting				E-voting	Poll	Postal Ballot	Total	E-voting	Poll	Postal Ballot	Total	E-voting	Poll	Postal Ballot	Total	
Category					Promoter &	Promoter	Group		Public -	Institutions			Public - Non-	Institutions			* C+ C+

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

)]	7	7	
% of votes	against on	votes polled	8= (6/3)*100		***************************************	00.00	e	00.00	8		8		\$	\$	8	ē	0.00
% of votes in	favour on	votes polled	7=(5/3)*100		\$	100.00	\$	100.00	ŧ	8	de de la constantina della con	ē	4	4	4	\$	100.00
No of votes	against (6)				4	0	ą	0	4	*	3	3	Q	2	a a	9	0
No of votes	in favour	(2)			3	235000000	3	235000000	9	8	\$	1	1	1	1	1	235000000
% of votes	polled on	outstanding	shares	4=(3/2)*100	ı	100.00	ŧ	100.00		4		8	1		3		100.00
No. of	equivalent	votes polled	(3) #		1	235000000	1	235000000	4	1	1	1	1	1	3	1	235000000
Vote	Equivalent	to Equity	Share	Capital (2)	3	235000000	1	235000000	1	1	1	1	1	3	1	1	235000000
No. of	Shares held	(1)			ł	23500000	ł	23500000	4	•	ŧ	,		ŧ	Þ	•	23500000
Mode of	Voting				E-voting	Poll	Postal Ballot	Total	E-voting	Poli	Postal Ballot	Total	E-voting	Poll	Postal Ballot	Total	
Category					Promoter &	Promoter	Group		Public -	Institutions			Public - Non-	Institutions			TOTAL



* The Authorised Share Capital of the Company is Rs. 3,50,00,00,000/- (Rupees three hundred fifty crores only) divided into 1,50,00,000 (one crore fifty lakhs) Equity Shares of Rs. 10/- (Rupees ten only) each and 3,35,00,000 (three crores thirty five lakhs) Non-Cumulative Redeemable Preference Shares of Rs. 100/-(Rupees one hundred only) each.

have a right to vote on all the resolutions placed before the meeting, in the same proportion as the paid up capital in respect of equity shares bears to the # During FY'12, FY'14 and FY'15, the Company had issued non-cumulative Redeemable Preference Shares to its promoters (Tata Steel Limited & Yodogawa Steel Works Limited). The Company has not been able to pay dividend on these shares for the financial years FY'13, FY'14, FY'15 and FY'16. Therefore, according to the provision of Section 47 read with other relevant provisions of the Companies Act, 2013 and rules made thereunder, the preference shareholders shall paid up capital in respect of preference shares. Therefore, one preference share vote is equivalent to 10 equity shares vote. Accordingly, the Preference Shareholders are entitled to vote on resolution as mentioned above.





P. K. SINGH & ASSOCIATES COMPANY SECRETARIES

Room No. 309, 3rd Floor, Vikash Bhawan (AIADA), Main Road, Adityapur, Jamshedpur - 831013. Phone: 0657-2370699, 2370440, E-mail : pramodkumar.pcs@gmail.com /amexis.09@gmail.com

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

48th Annual General Meeting of TAYO ROLLS LIMITED held on Wednesday, September 21, 2016 at the Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur -831001.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Physical Poll conducted pursuant to the provisions of Section 108 &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 Wednesday, September 21, 2015 at 11.30 a.m.

I, Pratap Kumar Chakravarty, partner of M/s. P K Singh & Associates, Practising Company Secretary, has 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 Wednesday, September 21, 2016 at 11.30 a.m.

The Notice dated August 19, 2016 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 poll 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, 15 September, 2016 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 Sunday, September 18, 2016 at 09:00 a.m. and ended on Tuesday, September 20, 2016 at 05:00 p.m. 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 are 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.

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 combined Report as under on the result of the remote e-voting 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, 2016 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	Number of members	Number of votes	% of total number
voting		present and voting (in	cast by them	of valid votes cast
		person or by proxy)		96'8
Polling		43	1542644	21.40
E-voting		11	5665372	78.60
Postal Ballo	ot	0 .	- 0	0
Combined	1	54	7208016	100

ii. Voted against the resolution:

Method o	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



Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Secretary of the Control of the Cont
Polling	0	0
E-voting	0	0
Postal Ballot	0	0
Combined	0	0

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

i. Voted in favour of the resolution:

Method o	of	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	235000000	100
. E-voting		' 0	0	0
Postal ballot	t	0	0	٠ 0
Combined		2	235000000	100

ii: Voted against the resolution:

Method o	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	
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. Anand Sen (DIN- 00237914), 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	Number of members	Number of votes	% of total number
voting		present and voting (in	cast by them	of valid votes cast
740		person or by proxy)	B > -	
Polling		43	1542644	21.40
E-voting	15	11	5665372	78.60
Postal Ball	ot	0	0	0
Combined	t	54	7208016	100

ii. Voted against the resolution:

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

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

i. Voted in favour of the resolution:

Method				% of total number
voting	present and	voting (in	cast by them	of valid votes cast

	person or by proxy)		
Polling	2	235000000	100
E-voting	0	0	0
Postal ballot	0	0	0
Combined	2	235000000	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	Fotal 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. <u>Item No.3</u>

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	Number of members	Number of votes	% of total number
voting		present and voting (in	cast by them	of valid votes cast
		person or by proxy)	The Section (Western # - Name Section Section)	
Polling		43	1542644	21.40
E-voting		11	5665372	78.60
Postal Ballo	ot	0	0	0
Combined		54	7208016	100

ii. Voted against the resolution:

Method voting	Number of members present and voting	cast by them	% of total number of valid votes cast
	(in person or by		



	proxy)	8	
Polling	0	0	0
E-voting	0	0	0
Postal Ballot	0	0	0
Combined	0	0	0

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	DESCRIPTION DESCRIPTIONS DESCRIPTION DESCRIPTION DE LA CONTRACTOR DE LA CO
Polling	0	0
E-voting	0	0
Postal Ballot	0	0
Combined	0	0

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

i. Voted in favour of the resolution:

Method	of	Number of members	Number of votes	% of total number
voting		present and voting (in	cast by them	of valid votes cast
2,544		person or by proxy)	*	12 ×
Polling		2	235000000	100
E-voting		0	0	0
Postal ballo	ot	0	0	0
Combined	1	2	235000000	100

ii. Voted against the resolution:

Method voting	of	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 ballo	t	0	0	0
Combined		0	0	0



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

d. Item No.4

To re-appoint Mr. K. Shankar Marar (DIN-06656658) as Managing Director: (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	Number of votes cast by them	% of total number of valid votes cast
		person or by proxy)		X :
Polling		43	1542644	21.40
E-voting		9	5665272	78.60
Postal Ballo	t	0	0	0
Combined		52	7207916	100

ii. Voted against the resolution:

Method voting	of	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	50	100
Postal Ballo	t	0	0	0
Combined		1	50	100

iii. Invalid votes:

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



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

i. Voted in favour of the resolution:

Method of voting	present and voting (in	Number of votes cast by them	% of total number of valid votes cast
Polling	person or by proxy) 2	235000000	100
E-voting	0	0	0
Postal ballot	0	0	0
Combined	2	235000000	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	2 2	
Polling	0	0	
E-voting	0	0	
Postal ballot	0	0	
Combined	0	0	

e. Item No.5

Ratification of Material Related Party Transactions for FY 2015-16. (Ordinary Resolution)

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

i. Voted in favour of the resolution:

Method o voting	f 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	43	1542644	98.04
E-voting	. 8	30900	1.96
Postal Ballot	0	0	0
Combined	51	1573544	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	50	100
Postal Ballot	0	0	0
Combined	1	50	100

iii. Invalid votes:

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Do John Cale
Polling	0	0
E-voting	, 0	0
Postal Ballot	0	0
Combined	0	0

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

i. Voted in favour of the resolution:

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



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	O C	
E-voting	0	0
	0	0
Postal ballot	0	0
Combined	0	U
	U	0

f. Item No.6

Approval of Material Related Party Transactions for FY 2016-17: (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	43	1542644	00.04
E-voting	8	30900	98.04
Postal Ballot	0	0	0
Combined	51	1573544	100

ii. Voted against the resolution:

Method o 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	
E-voting	1	50	0
Postal Ballot	0	30	100
Combined	4	U	0
Combined	1	50	100

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	20
E-voting `		0
	0	0
Postal Ballot	0	0
Combined	0	U
	0	0



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

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	0	0	0
Postal ballot	0	0	0
Combined	1	2000000	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

Ratification of Cost Auditors' remuneration: (Ordinary Resolution)

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

i. Voted in favour of the resolution:

Method	of	Number of man		1 10 20 10
	OI	Number of members	Number of votes	% of total number
voting		present and voting (in	cast by them	of valid votes cast
		person or by proxy)		
Polling		43	1542644	21.40
E-voting		10	5665322	78.60
Postal Ballo			3003322	78.00
		U	0	0
Combined		. 53	7207966	100

AMSHERMUNTS

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

Notes:

- 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. During FY'12, FY'14 and FY'15, your company had issued non-cumulative Redeemable Preference Shares to its promoters (Tata Steel Limited & Yodogawa Steel Works Limited). Your company has not been able to pay dividend on these shares for the financial years FY'13, FY'14, FY'15 and FY'16. Therefore, according to the provision of section 47 read with other relevant provisions of the Companies Act, 2013 and rules made thereunder, the preference shareholders shall have a right to vote on all the resolutions placed before the meeting, in the same proportion as the paid up capital in respect of equity shares bears to the paid up capital in respect of preference shares. Therefore one preference share is equivalent to 10 equity shares vote. Accordingly, the preference shareholders are entitled to vote on resolution as mentioned above. Therefore the preference shareholders have voted on the resolution.

Thanking you,

Place: JAMSHEDPUR. Dated: 22.09.2016

JAMSHEDPUR ES

Yours faithfully, For P.K.Singh & Associates

P.K. Chakravarty

ACS No: 4680, C.P No: 15586

Partner

[Name and Signature of the Scrutinizer]