



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.

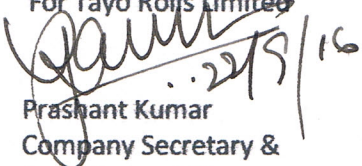
In this regard, please find enclosed the following:

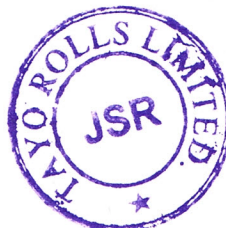
1. Voting results of the business transacted at the AGM, as required under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – (Ref: Annexure-1)
2. Report of the Scrutinizer dated September 22, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule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

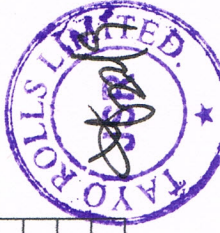
Date of AGM/ EGM/ Declaration of Voting Results of Postal-Ballot	September 21, 2016
Record-date/ Cut-off date for e-voting	15.09.2016
Total Number of Shareholders as on Record-date/ Cut-off date	8150
Number of shareholders who have cast their votes:	
1. Promoter & Promoter Group	4
2. Public	50

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/ Resolution	No

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

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $3 = (2/1) * 100$	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled $6 = (4/2) * 100$	% of votes against on votes polled $7 = (5/2) * 100$
Promoter & Promoter Group	E-voting		5664622	75.40	5664622	0	100.00	0.00
	Poll		1536704	20.46	1536704	0	100.00	0.00
	Postal Ballot	7512367	-	-	-	-	-	-
	Total		7201326	95.86	7201326	0	100.00	0.00
Public -- Institutions	E-voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	1550	-	-	-	-	-	-
	Total		0	0.00	0	0	0.00	0.00
Public -- Non-Institutions	E-voting		750	0.03	750	0	100.00	0.00
	Poll		5940	0.22	5940	0	100.00	0.00
	Postal Ballot	2747018	-	-	-	-	-	-
	Total		6690	0.24	6690	0	100.00	0.00
TOTAL		10260935	7208016	70.25	7208016	0	100.00	0.00



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

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

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/ Resolution	No

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

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares 3= (2/1)*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled 6=(4/2)*100	% of votes against on votes polled 7= (5/2)*100
Promoter & Promoter Group	E-voting	-	5664622	75.40	5664622	0	100.00	0.00
	Poll	7512367	1536704	20.46	1536704	0	100.00	0.00
	Postal Ballot	-	-	-	-	-	-	-
	Total	7512367	7201326	95.86	7201326	0	100.00	0.00



Public – Institutions	E-voting	0	0.00	0	0.00	0	0.00	0.00
	Poll	0	0.00	0	0.00	0	0.00	0.00
	Postal Ballot	-	-	-	-	-	-	-
	Total	0	0.00	0	0.00	0	0.00	0.00
Public – Non-Institutions	E-voting	750	0.03	750	100.00	0	100.00	0.00
	Poll	5940	0.22	5940	100.00	0	100.00	0.00
	Postal Ballot	-	-	-	-	-	-	-
	Total	6690	0.24	6690	100.00	0	100.00	0.00
TOTAL		10260935	70.25	7208016	100.00	0	100.00	0.00

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

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

Resolution No-3

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



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

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares 3= (2/1)*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled 6=(4/2)*100	% of votes against on votes polled 7= (5/2)*100
Promoter & Promoter Group	E-voting		5664622	75.40	5664622	0	100.00	0.00
	Poll	7512367	1536704	20.46	1536704	0	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		7201326	95.86	7201326	0	100.00	0.00
Public -- Institutions	E-voting		0	0.00	0	0	0.00	0.00
	Poll	1550	0	0.00	0	0	0.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		0	0.00	0	0	0.00	0.00
Public -- Non-Institutions	E-voting		750	0.03	750	0	100.00	0.00
	Poll	2747018	5940	0.22	5940	0	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		6690	0.24	6690	0	100.00	0.00
TOTAL		10260935	7208016	70.25	7208016	0	100.00	0.00

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

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



Resolution No-4

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

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

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares 3 = (2/1)*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled 6=(4/2)*100	% of votes against on votes polled 7 = (5/2)*100
Promoter & Promoter Group	E-voting		5664622	75.40	5664622	0	100.00	0.00
	Poll	7512367	1536704	20.46	1536704	0	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		7201326	95.86	7201326	0	100.00	0.00
Public – Institutions	E-voting		0	0.00	0	0	0.00	0.00
	Poll	1550	0	0.00	0	0	0.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		0	0.00	0	0	0.00	0.00
Public – Non-Institutions	E-voting		700	0.03	650	50	92.85	7.15
	Poll	2747018	5940	0.21	5940	0	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	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)*

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



Public – Institutions	E-voting	-	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-
Public – Non-Institutions	E-voting	-	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-
TOTAL		23500000	235000000	235000000	100.00	235000000	0	100.00	0.00

Resolution No-5

Summary of Resolution	To ratify Material Related party Transactions for FY 2015-16.
Resolution Required (Ordinary / Special)	Ordinary Resolution
Whether Promoter / Promoter Group are interested in the Agenda/ Resolution	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.

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

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares 3= (2/1)*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled 6=(4/2)*100	% of votes against on votes polled 7= (5/2)*100
Promoter & Promoter Group	E-voting		30200	0.40	30200	0	100.00	0.00
	Poll		1536704	20.46	1536704	0	100.00	0.00
	Postal Ballot	7512367	-	-	-	-	-	-
	Total		1566904	1566904	20.86	1566904	0	100.00
Public – Institutions	E-voting		0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot	1550	-	-	-	-	-	-
	Total		0	0	0.00	0	0	0.00
Public – Non-Institutions	E-voting		750	0.03	700	50	93.33	6.67
	Poll		5940	0.21	5940	0	100.00	0.00
	Postal Ballot	2747018	-	-	-	-	-	-
	Total		6690	1573594	0.24	6640	50	99.25
TOTAL		10260935	1573594	15.34	1573544	50	100.00	0.00



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

Category	Mode of Voting	No. of Shares held (1)	Vote Equivalent to Equity Share Capital (2)	No. of equivalent votes polled (3) #	% of votes polled on outstanding shares 4= (3/2)*100	No of votes in favour (5)	No of votes against (6)	% of votes in favour on votes polled 7=(5/3)*100	% of votes against on votes polled 8= (6/3)*100
Promoter & Promoter Group	E-voting	-	-	-	-	-	-	-	-
	Poll	23500000	235000000	20000000	8.51	20000000	0	100.00	0.00
	Postal Ballot	-	-	-	-	-	-	-	-
Public -- Institutions	Total	23500000	235000000	20000000	8.51	20000000	0	100.00	0.00
	E-voting	-	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-	-
Public -- Non-Institutions	Postal Ballot	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-
	E-voting	-	-	-	-	-	-	-	-
TOTAL	Poll	-	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-	-
	Total	23500000	235000000	20000000	8.51	20000000	0	100.00	0.00

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/ Resolution	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.

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

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares 3= (2/1)*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled 6=(4/2)*100	% of votes against on votes polled 7= (5/2)*100
Promoter & Promoter Group	E-voting	-	30200	0.40	30200	0	100.00	0.00
	Poll	7512367	1536704	20.46	1536704	0	100.00	0.00
	Postal Ballot	-	-	-	-	-	-	-
TOTAL	Total	7512367	1566904	20.86	1566904	0	100.00	0.00



Public – Institutions	E-voting	0	0.00	0	0	0.00	0	0.00	0.00
	Poll	0	0.00	0	0	0.00	0	0.00	0.00
	Postal Ballot	-	-	-	-	-	-	-	-
	Total	0	0.00	0	0	0.00	0	0.00	0.00
Public – Non-Institutions	E-voting	750	0.03	700	50	93.33	50	93.33	6.67
	Poll	5940	0.21	5940	0	100.00	0	100.00	0.00
	Postal Ballot	-	-	-	-	-	-	-	-
	Total	6690	0.24	6640	50	99.25	50	99.25	0.75
TOTAL		1573594	15.34	1573544	50	100.00	50	100.00	0.00

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

Category	Mode of Voting	No. of Shares held (1)	Vote Equivalent to Equity Share Capital (2)	No. of equivalent votes polled (3) #	% of votes polled on outstanding shares $4 = \frac{(3/2)*100}{}$	No of votes in favour (5)	No of votes against (6)	% of votes in favour on votes polled $7 = \frac{(5/3)*100}{}$	% of votes against on votes polled $8 = \frac{(6/3)*100}{}$
Promoter & Promoter Group	E-voting	-	-	-	-	-	-	-	-
	Poll	23500000	23500000	20000000	8.51	20000000	0	100.00	0.00
	Postal Ballot	-	-	-	-	-	-	-	-
	Total	23500000	23500000	20000000	8.51	20000000	0	100.00	0.00
Public – Institutions	E-voting	-	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-
Public – Non-Institutions	E-voting	-	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-
TOTAL		23500000	235000000	20000000	8.51	20000000	0	100.00	0.00

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/ Resolution	No





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

Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares 3= (2/1)*100	No of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled 6=(4/2)*100	% of votes against on votes polled 7= (5/2)*100
Promoter & Promoter Group	E-voting		5664622	75.40	5664622	0	100.00	0.00
	Poll	7512367	1536704	20.46	1536704	0	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		7201326	95.86	7201326	0	100.00	0.00
Public – Institutions	E-voting		0	0.00	0	0	0.00	0.00
	Poll	1550	0	0.00	0	0	0.00	0.00
	Postal Ballot		-	-	-	-	-	
	Total		0	0.00	0	0	0.00	0.00
Public – Non-Institutions	E-voting		700	0.03	700	0	100.00	0.00
	Poll	2747018	5940	0.22	5940	-	100.00	0.00
	Postal Ballot		-	-	-	-	-	
	Total		6690	0.24	6690	0	100.00	0.00
TOTAL		10260935	7207966	70.25	7207966	0	100.00	0.00

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

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

* 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.

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 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 vote is equivalent to 10 equity shares vote. Accordingly, the Preference Shareholders are entitled to vote on resolution as mentioned above.





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.



Pratap Kumar Chakravarty

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 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	21.40
E-voting	11	5665372	78.60
Postal Ballot	0	0	0
Combined	54	7208016	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

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

i. Voted in favour of the resolution:

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



b. Item No.2

To appoint a Director in place of Mr. 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 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	21.40
E-voting	11	5665372	78.60
Postal Ballot	0	0	0
Combined	54	7208016	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

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
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A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text 'P. K. SINGH & ASSOCIATES', 'JAMSHEDPUR', and 'COMPANY SECRETARIES' around the perimeter.

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

c. Item No.3

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

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

i. Voted in favour of the resolution:

Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	43	1542644	21.40
E-voting	11	5665372	78.60
Postal Ballot	0	0	0
Combined	54	7208016	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

P. K. Singh & Associates
 COMPANY SECRETARIES

	proxy)		
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

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

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

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

d. Item No.4

To 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 person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Polling	43	1542644	21.40
E-voting	9	5665272	78.60
Postal Ballot	0	0	0
Combined	52	7207916	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	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Postal Ballot	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
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	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Postal ballot	0	0
Combined	0	0

e. **Item No.5**

- **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 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	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	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Postal Ballot	0	0
Combined	0	0

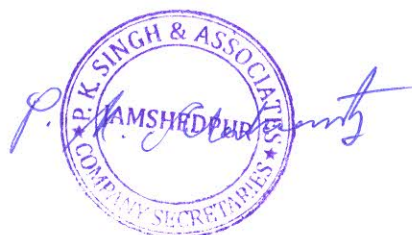
Unlisted 8.50% Non- Cumulative Redeemable Preference Share Capital (Face Value of Rs. 100 Each)

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
Polling	1	20000000	100
E-voting	-	-	-
Postal ballot	0	0	0
Combined	1	20000000	100

ii. Voted against the resolution:

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



iii. Invalid votes :

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

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	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	Total number of votes cast by them
Polling	0	0
E-voting	0	0
Postal Ballot	0	0
Combined	0	0



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

i. Voted in favour of the resolution:

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

ii. Voted against the resolution:

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

iii. Invalid votes :

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

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 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	21.40
E-voting	10	5665322	78.60
Postal Ballot	0	0	0
Combined	53	7207966	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	0
E-voting	0	0
Postal ballot	0	0
Combined	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,

Yours faithfully,
For P.K.Singh & Associates

Place: JAMSHEDPUR.

Dated: 22.09.2016



P.K. Chakravarty

P.K. Chakravarty
ACS No: 4680, C.P No: 15586
Partner

[Name and Signature of the Scrutinizer]