



59/SL/SHR/2017

May 21, 2017

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

Stock Code: 504961

Website: listing.bseindia.com

Re: Declaration of results of Postal Ballot of Tayo Rolls Limited

Dear Sir/ Madam,

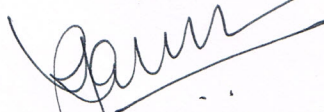
This is in continuation of our letter dated April 20, 2017, enclosing the Postal Ballot Notice dated April 19, 2017 along with the Explanatory Statement seeking approval of the shareholders for the following Resolutions:

- To increase authorised share capital and alteration of the Capital Clause in the Memorandum of Association of the Company
- To alter Articles of Association of the Company
- Allotment of Non-cumulative Redeemable Preference Shares on preferential basis to Tata Steel Limited, the Promoter

In accordance with regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the aforesaid Resolutions have been approved by the shareholders of the Company with the requisite majority. The approval is deemed to have been received on the last date for receipt of duly completed Postal Ballot forms and e-voting i.e. May 20, 2017.

The Scrutinizer Report dated May 21, 2017, along with the voting result on the Postal Ballot and e-voting is enclosed herewith.

Yours faithfully,
For Tayo Rolls Limited


Prashant Kumar
Company Secretary &
Compliance Officer



Encl: As above

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 New Ph. No. : 0657 6509011/0227821



P.K.Singh & Associates
(Company Secretaries Firm)

Combined Report of Scrutinizer (E-voting and Postal Ballot)

[Pursuant to section 108 & 110 of the Companies Act, 2013 and rule 20 & 22 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

Dear Sir,

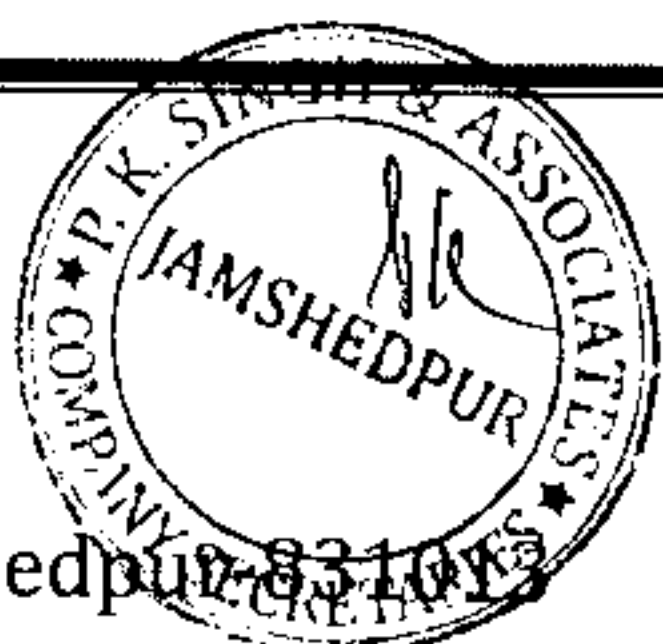
Sub: Combined Scrutinizer's Report on Remote e-voting and Postal Ballot Forms pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and voting through Remote e-voting and postal ballot closed on Saturday, 20th May, 2017 at 5.00pm.

I, P.K. Chakrabarty, partner of M/s P.K. Singh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tayo Rolls Limited pursuant to Section 108 & 110 of the Companies Act 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Amendment Rules, 2015 to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolution passed by the shareholders of Tayo Rolls Ltd through remote e-voting & Postal Ballot, closed on Saturday, 20th May, 2017 at 5.00pm.

The Notice dated 19th April, 2017 along with statement setting out material facts under section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolution passed by shareholders of Tayo Rolls Ltd. through remote e-voting & Postal Ballot.

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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 had also provided voting by physical ballot forms to the shareholders who do not have access to remote e-voting facility.

The shareholders of the Company holding shares as on the 'cut off' date 07-04-2017 were entitled to vote on the resolution as contained in the Notice of the Postal Ballot.

The voting period for remote e-voting and postal ballot commenced on 21st April, 2017 and ended on Saturday, 20th May, 2017 at 5:00 pm and the NSDL e-voting platform was blocked thereafter.

After the closure of the e-voting and Postal Ballot, the report on voting was generated in my presence and the voting was diligently conducted.

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. Votes cast through Postal Ballot forms received, were also opened by me in the presence of two witnesses.

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 postal ballot forms in respect of the said Resolutions.

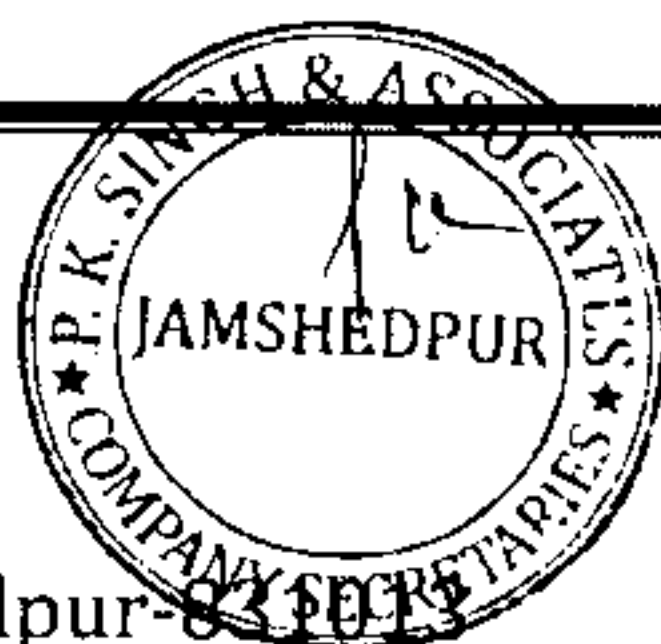
a. Item No. 1

To increase authorized share capital and alteration of the Capital Clause in the Memorandum of Association of the Company (Ordinary Resolution)

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(Company Secretaries Firm)

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	23	5634373	78.55
Postal	12	1538616	21.45
Combined	35	7172989	100

ii. Voted against the resolution:

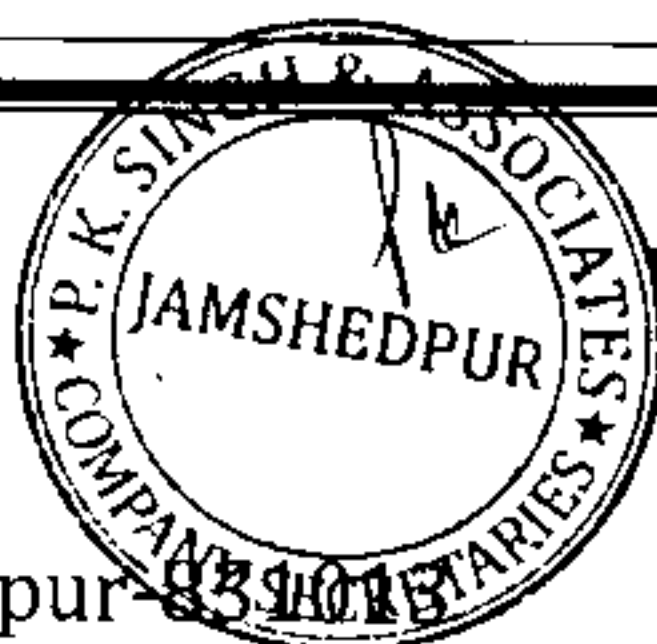
Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal	0	0	0
E-voting	02	52	100
Combined	02	52	100

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
Postal	0	0
E-voting	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
E-voting	-	-	-
Postal	02	25100000	100
Combined	02	25100000	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
Postal	0	0	0
E-voting	0	0	0
Combined	0	0	0

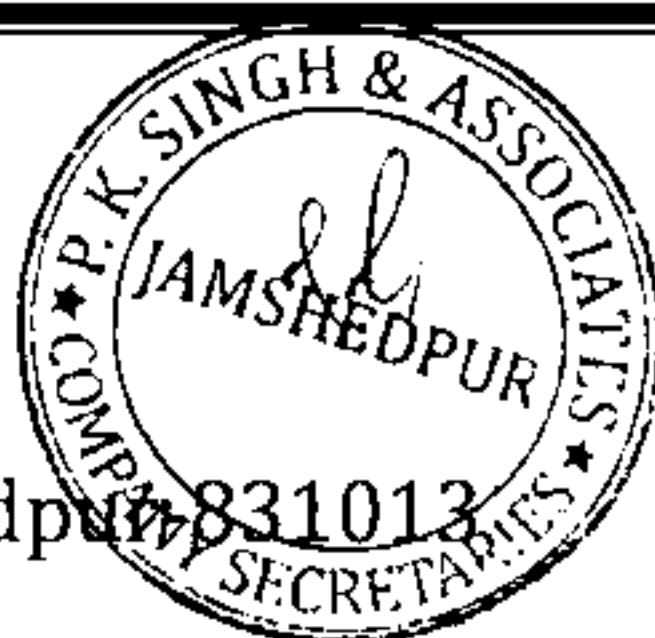
iii. Invalid votes :

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

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b. Item No.2

To alter Articles of Association of the Company (Special Resolution)

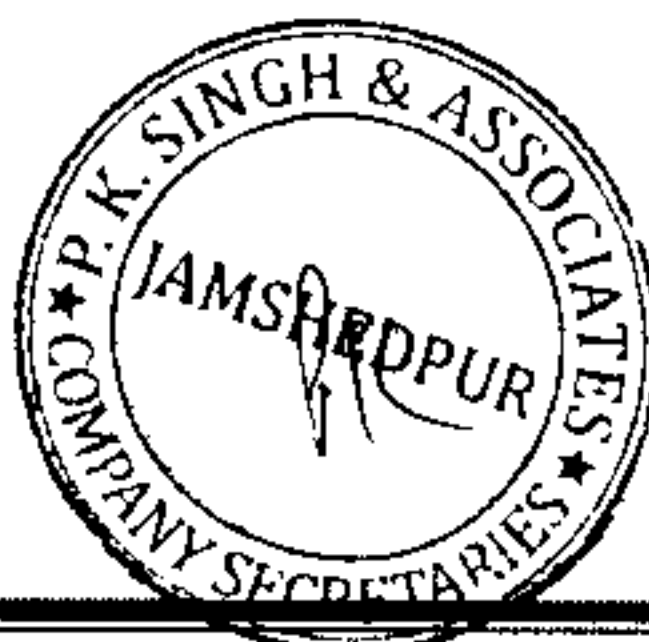
Listed Equity Share Capital (Face Value of Rs. 10/- each)

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
E-voting	23	5634373	78.55
Postal	12	1538616	21.45
Combined	35	7172989	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
Postal	0	0	0
E-voting	02	52	100
Combined	02	52	100



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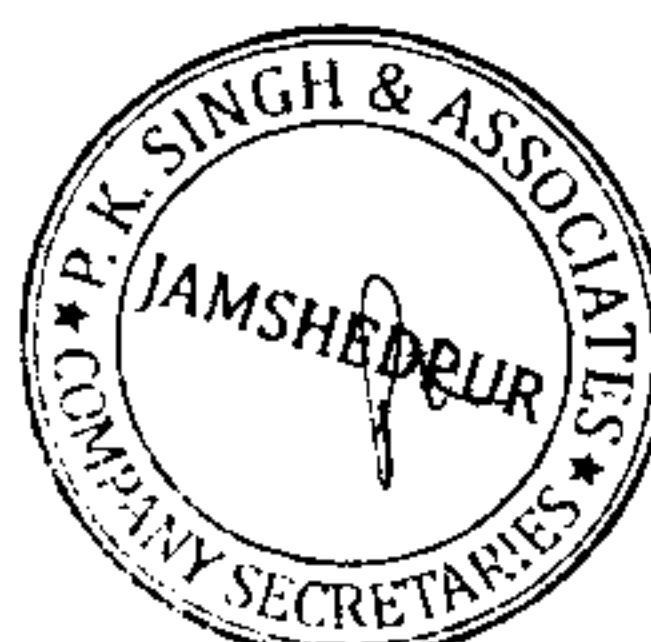
iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Postal	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	-	-	-
Postal	02	25100000	100
Combined	02	25100000	100



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

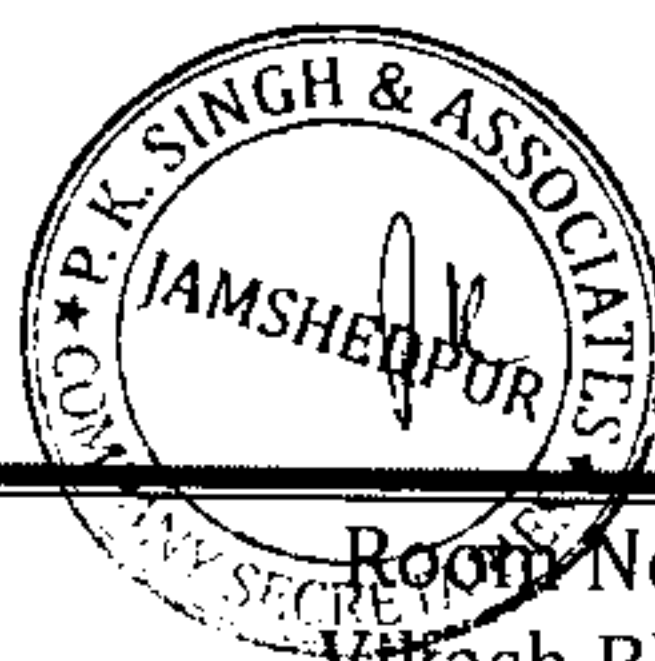
iii. Invalid votes :

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

c. Item No.3

To alter non-cumulative Redeemable Preference Shares on preferential basis to the Tata Steel Limited, the promoter of the Company (Special Resolution)

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



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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	23	47051	2.97
Postal	12	1538616	97.03
Combined	35	1585667	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
Postal	0	0	0
E-voting	01	2	100
Combined	01	2	100

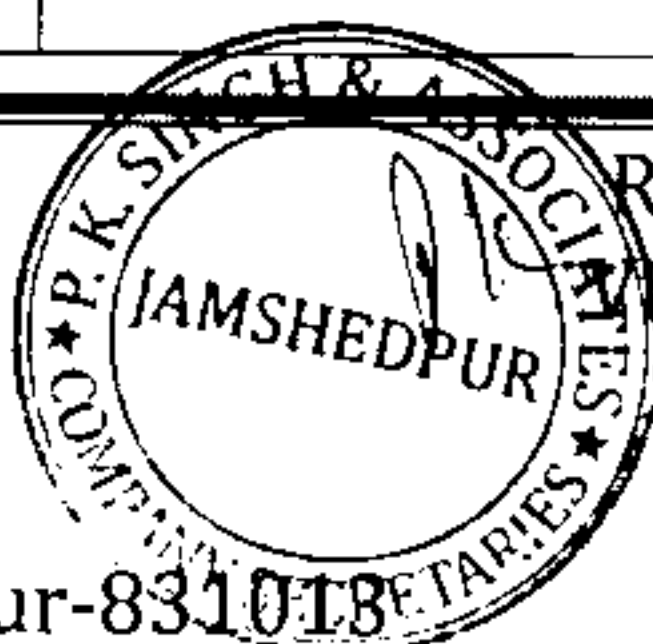
iii. Invalid votes :

Method of voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Postal	0	0
E-voting	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
E-voting	-	-	-
Postal	01	2000000	100
Combined	01	2000000	100

ii. Voted against the resolution:

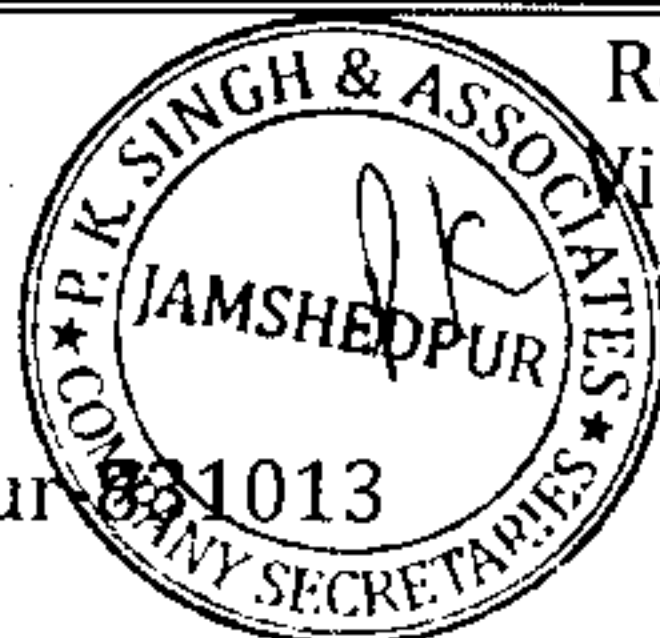
Method of voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Postal	0	0	0
E-voting	0	0	0
Combined	0	0	0

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
Postal	0	0
E-voting	0	0
Combined	0	0

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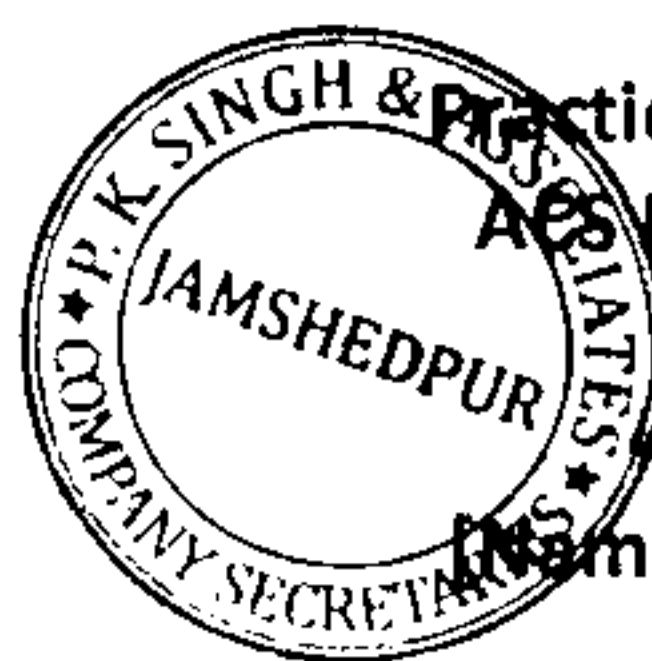


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1. The registers, all other papers and relevant records relating to electronic voting and physical mode were sealed and handed over to the company secretary as authorized by the chairman in this behalf.
2. The Company had issued Non-cumulative Redeemable 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 a period of more than two years. Therefore, according to the provisions of Section 47(2) 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 all the resolutions placed before the meeting.

Thanking you,
Yours faithfully,

Place: Jamshedpur
Dated: 21/05/2017



P.K. Chakravarty

Practicing Company Secretary
ACS No. 4680, CP No. 15586

[Signature]
[Name and Signature of the Scrutinizer]

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