

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**

SI. 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 Public Preference Shareholders	2 34 2
	Total	38
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 0005 Jharkhand, 1907 Corporate & Works Office: Large Scale Industrial Estate, Gamharia-832 108, Sarkhand, 1907 Office Phone: 91-657-2231355/6627101/103/140/141/142, Marketing Phone: 91-657-6627117/1925 E-mail Cayoregd@tayo.co.in



### Agenda Wise:

SI. 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. Anand 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.



5.	To Appoint Dr. Subir Kumar Bhattacharyya (DIN- 00026534) as an Independent Director.	Ordinary Resolution	E-voting	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.



### 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



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.	c	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

(Preshant Kumar) Company Secretary & Compliance Officer

Encl: As above



### TAYO ROLLS LIMITED

### Agenda-wise

### Resolution No. 1

Board of Directors and the Auditors thereon. 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

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
	(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
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	i	*	ř.	1	1	
Public - Others	2,747,018	7,501	0.27%	7,501	0.00	100%	0.00
Grand Total	10,260,935	7,131,577	69.50%	7,131,577	0.00	100%	0.00

0.00	TOU/	0.00	00,000,000	TOU/0		00,000,000	0,000,000	GLEUD LOCAL
000	1000/	000	000 000 28	100%	000 000	000 000		Canad Take
II.		1	1				Z	Public - Others
31		9	i.		,		Z.	Public – Institutional Holders
0.00	100%	0.00	85,000,000	100%	85,000,000	85,000,000	8,500,000	Promoter and Promoter Group
(7) (8) [(5)/(3)]*100 [(6)/(3)]*100	(7) [(5)/(3)]*100	(6)	(5)	(4) [(3)/(1)]*100	(3)	(2)	(1)	-
votes polled	votes polled			shares		Capital		
against on	favour on	- against	– in favour	on outstanding	polled	Equity Share	shares held	
% of votes	No. of votes No. of votes in	No. of votes	No. of votes	% of votes polled	sa)	Vote Equivalent to	No. of	Promoter / Public

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
	(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
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	1			i.		
Public - Others	018	7,501	0.27%	7,501	0.00	100%	0.00
Grand Total	5	7,131,577	69.50%	7,131,577	0.00	100%	0.00

0.00	0	85,000,000	100%	85,000,000	85,000,000	8,500,000	Grand Total
1		1	1	,	. 94	Z:	Public + Others
		ī	1	1	4	Z	Public - Institutional Holders
85,000,000 0.00	000,00	85,	100%	85,000,000	85,000,000	8,500,000	Promoter and Promoter Group
(5)	(5)		(4) [(3)/(1)]*100	(3)	(2)	(1)	
			shares		Capital		
in favour	in favo	1	on outstanding	polled	Equity Share	shares held	
No. of votes No. of votes in	10. OT VO	7	% of votes polled	No. of votes	Vote Equivalent to	No. of	Promoter / Public



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
	(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
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	t		21		1	
Public - Others	2,747,018	7,501	0.27%	7,501	0.00	100%	0.00
Grand Total	10,260,935	7,131,577	69.50%	7,131,577	0.00	100%	0.00

0.00	100%	0.00	85,000,000	100%	85,000,000	85,000,000	8,500,000	Grand Total
1				,			Z	Public - Others
1		1	*	*	38	1	Z	Public - Institutional Holders
0.00	100%	0.00	85,000,000	100%	85,000,000	85,000,000	8,500,000	Promoter and Promoter Group
(8) [(6)/(3)]*100	(7) [(5)/(3)]*100	(6)	(5)	(4) [(3)/(1)]*100		(2)	(1)	
% of votes against on votes polled	% of votes in favour on votes polled	No. of votes - in favour - against	No. of votes — in favour	% of votes polled on outstanding shares	d	alent to hare al	No. of shares held	Promoter / Public



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
	(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
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	1		•	1	1	.167
Public - Others	2,747,018	7,501	0.27%	7,501	0.00	100%	0.00
Grand Total	10,260,935	7,131,577	69.50%	7,131,577	0.00	100%	0.00

Control Contro	Grand Total 8	Public - Others	Public - Institutional Holders	Promoter and Promoter Group 8			150	Promoter / Public
The second second	8,500,000	Vii	VII.	8,500,000	(1)		shares held	No. of
	85,000,000		1	85,000,000	(2)	Capital	Equity Share	Vote Equivalent to No. of votes % of votes polled
	85,000,000		).	85,000,000	(3)		polled	No. of votes
	100%	tis	1	100%	(4) [(3)/(1)]*100	shares	on outstanding	% of votes polled
	85,000,000 0.00		î	85,000,000	(5)		- in favour	No. of votes
	0.00	f	1	0.00	(6)		- against	No. of votes
	100%		,	100%	(7) [(5)/(3)]*100	votes polled	favour on	No. of votes No. of votes % of votes in % of votes
	0.00	*		0.00	(7) (8) [(5)/(3)]*100 [(6)/(3)]*100	votes polled	against on	% of votes



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	No. of votes	% of votes polled	No. of votes	No. of votes		% of votes
	held	polled	on outstanding shares	– in favour	- against	favour on votes polled	against on votes polled
	(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
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	1				,	
Public - Others	2,747,018	7,501	0.27%	7,501	0.00	100%	0.00
Grand Total	10,260,935	7,131,577	69.50%	7,131,577	0.00	100%	0.00

0.00	100%	0.00	85,000,000	100%	85,000,000	85,000,000	8,500,000	Grand Total
1		1	1				Z	Public - Others
£	í	-		1	1		Z:	Public - Institutional Holders
0.00	100%	0.00	85,000,000	100%	85,000,000	85,000,000	8,500,000	Promoter and Promoter Group
	(7) [(5)/(3)]*100	(6)	(5)	(4) [(3)/(1)]*100	(3)	(2)	(1)	
votes pollec	votes polled			shares		Capital		
against on	favour on	- against	- in favour	on outstanding	polled	Equity Share	shares held	
% of votes	No. of votes % of votes in	No. of votes	No. of votes	% of votes polled	No. of votes	Vote Equivalent to	No. of	Promoter / Public



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
	(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
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	Ĭ.	*		1	•	
Public - Others	2,747,018	7,501	0.27%	7,501	0.00	100%	0.00
Grand Total	10,260,935	7,131,577	69.50%	7,131,577	0.00	100%	0.00

Grand Total	Public , Others	Public - Institutional Holders	Promoter and Promoter Group		Promoter / Public
8,500,000	Z	Z	8,500,000	(1)	No. of shares held
85,000,000		3	85,000,000	(2)	Vote Equivalent to Equity Share Capital
85,000,000	1	3	85,000,000	(3)	No. of votes polled
100%	1	1	100%	(4) [(3)/(1)]*100	% of votes polled on outstanding shares
85,000,000			85,000,000	(5)	No. of votes – in favour
0.00	1	ľ	0.00	(6)	No. of votes - against
100%			100%	(7) [(5)/(3)]*100	No. of votes No. of votes % of votes in % of votes – in favour – against favour on against on votes polled votes polled
0.00			0.00	(8) [(6)/(3)]*100	% of votes against on votes polled



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
	(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
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	1	×	j.		•	1
Public - Others	2,747,018	7,501	0.27%	7,501	0.00	100%	0.00
Grand Total	10,260,935	7,131,577	69.50%	7,131,577	0.00	100%	0.00

Promoter / Public		Vote Equivalent to No. of votes % of votes polled	No. of votes	% of votes polled	o. of votes	No. of votes % of votes in	% of votes in	% of votes
	shares held	Equity Share Capital	polled	on outstanding shares	- in favour	- against	favour on votes polled	against on votes polled
	(1)	(2)	(3)	(4) [(3)/(1)]*100	(5)	(6)	(7) [(5)/(3)]*100	(8) (8)
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	Z		1	1	1	10		
Public , Others	Z		i .	1				ŧ
Grand Total	8,500,000	85,000,000	85,000,000	100%	85,000,000	0.00	100%	0,00



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	No. of votes - in favour	No. of votes - against	% of votes in favour on votes	% of votes against on votes
			shares			polled	polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
			[(2)/(1)]*100			[(4)/(2)]*100	[(5)/(2)]*100
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	1	3.5	1	1	•	
Public - Others	018	7,501	0.27%	7,501	0.00	100%	0.00
Grand Total	35	7,131,577	69.50%	7,131,577	0.00	100%	0.00

0.00	100%	0.00	85,000,000	100%	85,000,000	85,000,000	8,500,000	Grand Total
10		i.		1			Z:	Public - Others
t	1	ï	,	•	ť		Z	Public - Institutional Holders
0.00	100%	0.00	85,000,000	100%	85,000,000	85,000,000	8,500,000	Promoter and Promoter Group
(8) [(6)/(3)]*100	(7) [(5)/(3)]*100	(6)	(5)	(4) [(3)/(1)]*100	(3)	(2)	(1)	
votes polled	votes polled			shares		Capital		
against on	favour on	- against	- in favour	on outstanding	polled	Equity Share	shares held	
% of votes	No. of votes No. of votes in	No. of votes	No. of votes	No. of votes % of votes polled	No. of votes	to	No. of	Promoter / Public



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
	(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter Group	7,512,367	7,124,076	94.83%	7,124,076		100%	1
Public - Institutional Holders	1,550		*			,	1
Public - Others	2,747,018	7,501	0.27%	7,501	1	100%	
Grand Total	10,260,935	7,131,577	69.50%	7,131,577	٠	100%	

- 00	- 00	00,00	85,000,000	100%	85,000,000		8,500,000	Grand Total
			ı		1		Z	Public - Others
.1	:4		ï	,	1		Z	Public - Institutional Holders
00 -	- 00	,000,00	85,00	100%	85,000,000	85,000,000	8,500,000	Promoter and Promoter Group
(6)		(5)		(4) [(3)/(1)]*100	(3)	(2)	(1)	
				shares		Capital		
our - against		fav	– in favour	on outstanding	polled	Equity Share	shares held	
No. of votes No. of votes in	otes No. o	of V	No. c	% of votes polled	No. of votes	Vote Equivalent to No. of votes % of votes polled	No. of	Promoter / Public



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
	(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
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		•	1			*
Public - Others	2,747,018	7,501	0.27%	7,501	0.00	100%	0.00
Grand Total	10,260,935	7,131,577	69.50%	7,131,577	0.00	100%	0.00

Grand Total 8,500,000	Public - Others Nil	Public - Institutional Holders Nil	Promoter and Promoter Group 8,500,000	(1)
85,000,000			85,000,000	(2)
85,000,000	8	1	85,000,000	(3)
100%		,	100%	(4) [(3)/(1)]*100
85,000,000	4	'n	85,000,000	(5)
0.00		100	0.00	(6)
100%	1	£	100%	(7) [(5)/(3)]*100
0.00	1	4	0.00	(8) [(6)/(3)]*100



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	No. of votes	% of votes polled	No. of votes	No. of votes	% of votes in	% of votes
	held	polled	on outstanding	<ul><li>in favour</li></ul>	- against	favour on votes	against on votes
			shares			polled	polled
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
			[(2)/(1)]*100			[(4)/(2)]*100	[(5)/(2)]*100
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	t	*	3.	1	•	1
Public - Others	2,747,018	7,501	0.27%	7,501	0.00	100%	0.00
Grand Total	10,260,935	7,131,577	69.50%	7,131,577	0.00	100%	0.00

85,000,000	85,00		85,000,000 10	[(3)/(1)]*100 85,000,000 100%	85,000,000 100% 85,000,000
	85,000,000	) 10	[(3)/(1)]*100	) 100% 85,000,000	) 100% 85,000,000 0.00 1
		[(3)/(1)]*100	[(3)/(1)]*100	[(3)/(1)]*100	
	(3)	(3) (4)		(4)	(4) (5)
Vote Equivalent to Equity Share Capital		Z	No. of votes % of votes polled on outstanding shares	No. of votes % of votes polled on outstanding shares	No. of votes % of votes polled No. of votes



hundred only) each. 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 \*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

placed before the meeting. shares. Hence, one preference share vote is equivalent to 10 equity share votes. Accordingly, the Preference Shareholders have voted on all the resolutions 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 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 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 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 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





### P. K. SINGH & ASSOCIATES COMPANY SECRETARIES

Room No. 309, Vikash Bhawan (AIADA), Main Road, Adityapur, Jamshedpur - 831013. HIG Plot No.257, Ground Floor, Sarita Talkies Road, Near Kali Mandir, Adityapur, Jamshedpur - 831013 Phone: 0657-2370699, 2370440, E-mail: promodkumar\_cs@rediffmail.com/cscllp9@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

46th 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)		% 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	
Polling	0	0
E-voting	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	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
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	
Polling	0	0
E-voting	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 reappointment. (Ordinary Resolution)

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

### i. Voted in favour of 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
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	the second transformation and the second
Polling	0	0
E-voting	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 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
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
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			
Polling	0	0	
E-voting	0	0	
Combined	0	0	

### 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
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

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### 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
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	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)		% 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	
Polling	0	0
E-voting	0	0
Combined	0	0

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### 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 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
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	Continue and the second second
Polling	0	0
E-voting	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 voting	f Number of members present and voting (in person or by proxy)	Caledinates and the strategic entities	% 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
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	
Polling	0	0
E-voting	0	0
Combined	0	0

### 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
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

JAMSHEDPURES

### 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
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 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
E-voting	g	-	-	-
Polling		2	85000000	
Combine	ed	2	85000000	100

### ii. Voted against the resolution:

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

### iii. Invalid votes:

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

JAMSHEDPURES

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

### 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)		% 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	
Polling	0	0
E-voting	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	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	7.	-	
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
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	Charles and Committee and Committee and Committee and
Polling	0	0
E-voting	0	0
Combined	0	0



### 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	THE RESIDENCE OF THE PARTY OF T
Polling	0	. 0
E-voting	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	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

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### ii. Voted against the resolution:

Method voting	of	Number of members present and voting (in person or by proxy)	And the Control of th	% 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	
Polling	0	0
E-voting	0	0
Combined	0	0

### 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
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

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### 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
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	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	-	74	-
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
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		
Polling	0	0	
E-voting	0	0	
Combined	0	0	

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### 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
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	The Court of the C
Polling	0	0
E-voting	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	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

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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
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	
Polling	0	0
E-voting	0	. 0
Combined	0	0

### k. <u>Item No. 11</u>

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
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

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### 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	
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	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
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

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: 02/04/2014

JAMSHEDPUR S

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

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[Name and Signature of the Scrutinizer]