



SL/SHR/8/77

Dated: 10.09.2016

To,

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

**Re: Declaration of results of Postal Ballot of Tayo Rolls Limited (Scrip Code: 504961)**

Dear Sir/ Madam,

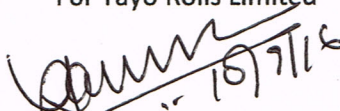
This is in continuation of our letter dated August 11, 2016, enclosing the Postal Ballot Notice along with the Explanatory Statement seeking consent of the shareholders by Special Resolution for the following item:

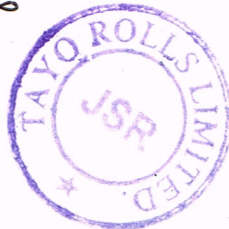
- Allotment of Non-cumulative Redeemable Preference Shares on preferential basis to Tata Steel Limited, the Promoter

In accordance with regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Special Resolution as mentioned above has 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. September 9, 2016.

The Scrutinizer Report dated September 10, 2016, 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**







**Combined Report of Scrutinizer [Remote E-voting and Postal Ballot]**

***[Pursuant to section 108 &110of the Companies Act, 2013 and rule 20, 21&22of the Companies (Management and Administration) Rules, 2014]***

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 conducted from 11.08.2016 to 09.09.2016 pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20, 21 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.**

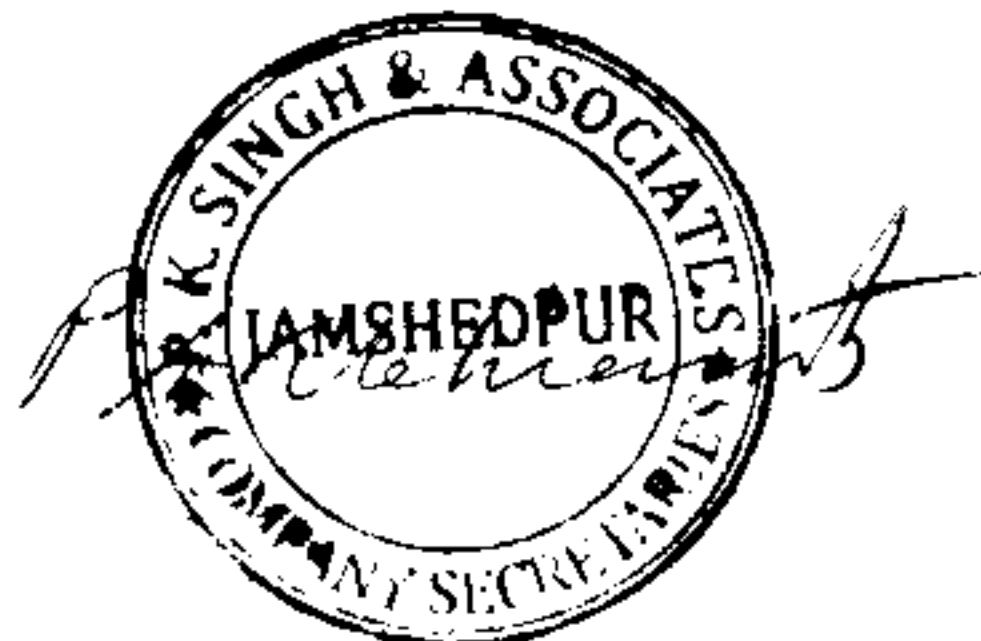
I, P. K Chakrabraty, partner of M/s P K Singh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tayo Rolls Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by 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

The Notice dated August 8, 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 resolution passed by shareholders of Tayo Rolls Ltd through remote e - voting & Postal Ballot

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 of Friday, July 29, 2016 were entitled to vote on the resolution as contained in the Notice of the Postal Ballot.

The voting period for remote e-voting commenced on Thursday, August 11, 2016 at 09:00 a.m. (IST) and ended on Friday, September 09, 2016 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.



After the closure of the e-voting and Postal Ballot received till 5p.m., 9<sup>th</sup> September 2016, the report on voting 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. Votes cast through Postal ballot forms received up to Friday, September 09, 2016, 5 p.m. 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 allot Non- cumulative Redeemable Preference shares on preferential basis to Tata Steel Limited, the promoter 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 casted their vote	Number of votes cast by them	% of total number of valid votes cast
<b>E-voting</b>	<b>24</b>	<b>40489</b>	<b>2.56</b>
<b>Postal Ballot</b>	<b>16</b>	<b>1540469</b>	<b>97.44</b>
<b>Combined</b>	<b>40</b>	<b>1580958</b>	<b>100</b>

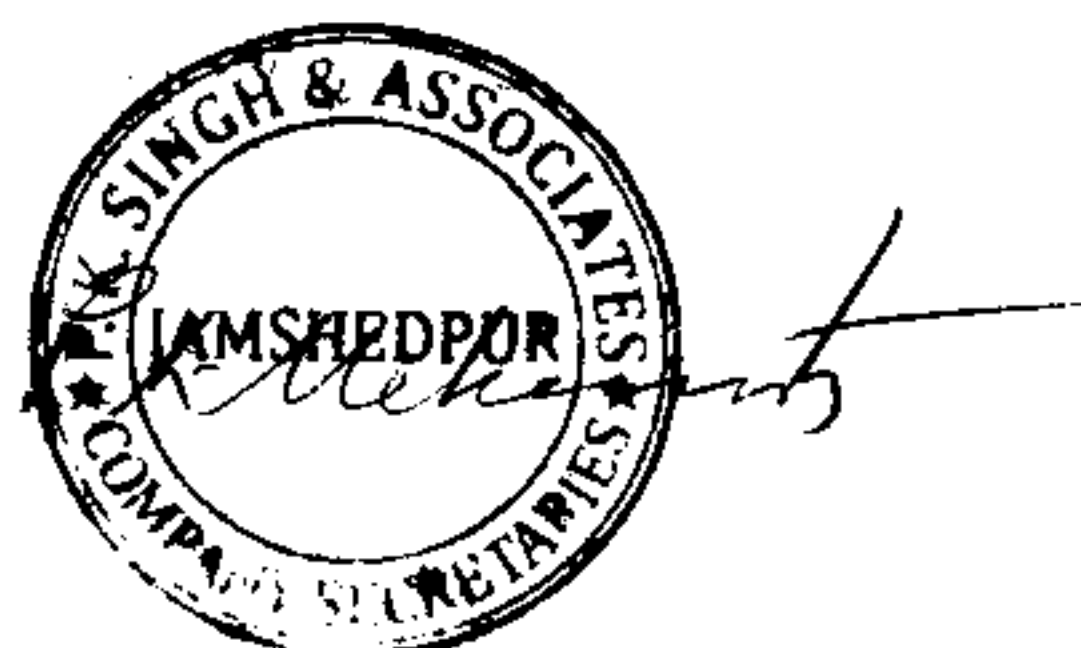
**ii. Voted against the resolution:**

Method of voting	Number of members casted their vote	Number of votes cast by them	% of total number of valid votes cast
<b>E-voting</b>	<b>3</b>	<b>101</b>	<b>100</b>
<b>Postal Ballot</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Combined</b>	<b>3</b>	<b>101</b>	<b>100</b>

**iii. Invalid votes :**

Method of voting	Number of members casted their vote	Total number of votes cast by them
<b>E-voting</b>	<b>0</b>	<b>0</b>
<b>Postal Ballot</b>	<b>0</b>	<b>0</b>
<b>Combined</b>	<b>0</b>	<b>0</b>

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



## i. Voted in favour of the resolution:

Method of voting	Number of members casted their vote	Number of votes cast by them	% of total number of valid votes cast
<b>E-voting</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Postal ballot</b>	<b>1</b>	<b>20000000</b>	<b>100</b>
<b>Combined</b>	<b>1</b>	<b>20000000</b>	<b>100</b>

## ii. Voted against the resolution:

Method of voting	Number of members casted their vote	Number of votes cast by them	% of total number of valid votes cast
<b>E-voting</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Postal ballot</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Combined</b>	<b>0</b>	<b>0</b>	<b>0</b>

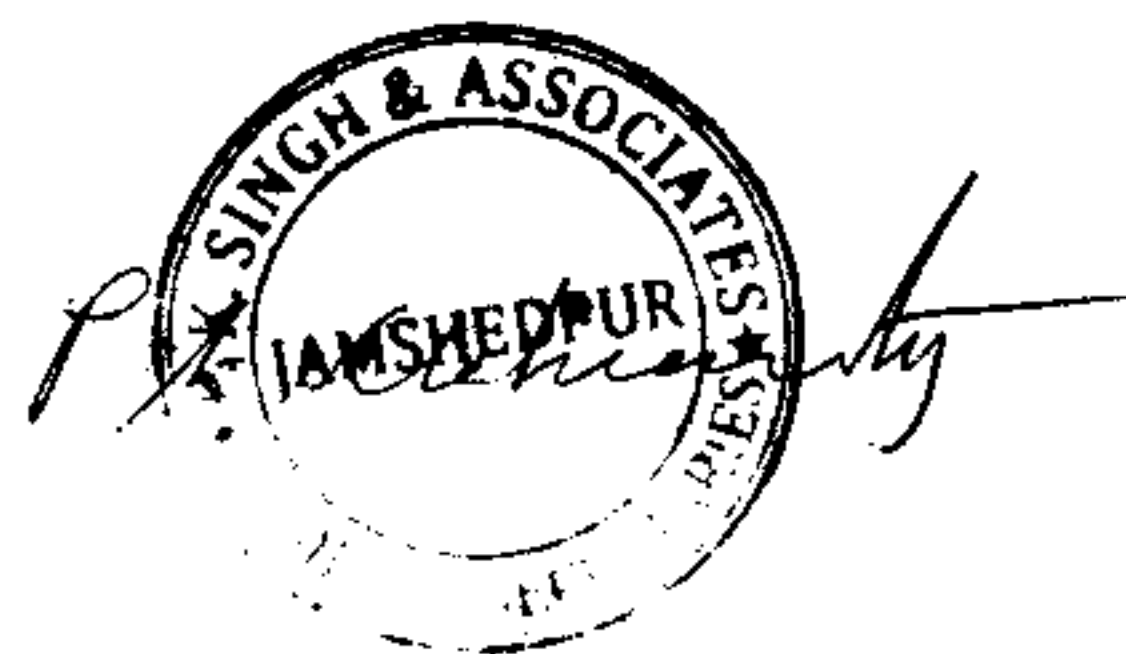
## iii. Invalid votes :

Method of voting	Number of members casted their vote	Total number of votes cast by them
<b>E-voting</b>	<b>0</b>	<b>0</b>
<b>Postal ballot</b>	<b>0</b>	<b>0</b>
<b>Combined</b>	<b>0</b>	<b>0</b>

Notes:

1. The registers, all other papers and relevant records relating to electronic voting and postal 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.



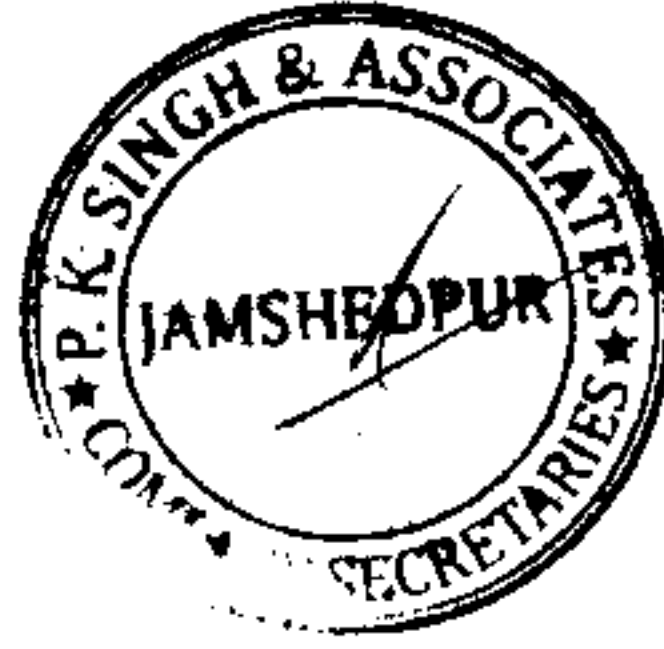
*Therefore, one preference share vote is equivalent to 10 equity shares vote. Accordingly, the preference shareholders are entitled to vote on resolution as mentioned above. Therefore, the preference shareholders have voted on the resolution.*

Thanking you,

Yours faithfully,



**P.K.Chakravarty**  
**Practicing Company Secretary**  
**ACS No. 4680, CP No. 15586**



Place: Jamshedpur  
Dated: 10.09.2016

**[Name and Signature of the Scrutinizer]**