



Combined Report of Scrutinizer [Remote E-voting, Physical Poll and Postal Ballot]

[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

47th Annual General Meeting of TAYO ROLLS LIMITED held on Thursday, August 20, 2015 at the Auditorium of Centre for Excellence, Jubilee Road, Bistupur, Jamshedpur -831001.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting, Physical Poll and Postal Ballot Forms conducted pursuant to the provisions of Section 108 and 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 Thursday, August 20, 2015 at 11.30 a.m.

I, Pramod Kumar Singh 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 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 Thursday, August 20, 2015 at 11.30 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 20, 2015.

The Notice dated April 21, 2015 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 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 Thursday, August 13, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.



The voting period for remote e-voting commenced on Monday, August 17, 2015 at 09:00 a.m. (IST) and ended on Wednesday, August 19, 2015 at 05:00 p.m. (IST) 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 were 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. Votes cast through Postal ballot forms received up to Tuesday, August 18, 2015 were also considered.

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 consolidated Report as under on the result of the remote e-voting/ physical ballot forms 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, 2015 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)**

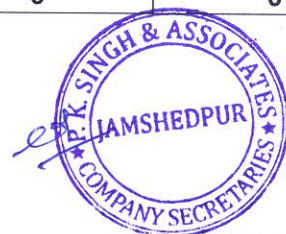
Listed Equity Share Capital (Face Value of Rs. 10/- each)

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 | 33 | 1542681 | 100 |
| E-voting | 6 | 5587733 | 100 |
| Postal Ballot | 0 | 0 | 0 |
| Combined | 39 | 7130414 | 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 | 3 | 550 |
| E-voting | 0 | 0 |
| Postal Ballot | 0 | 0 |
| Combined | 3 | 550 |

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 | 85000000 | * 100 |
| E-voting | 0 | 0 | 0 |
| Postal ballot | 0 | 0 | 0 |
| 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 |
| 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 |



