

**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

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FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
TATA STEEL LIMITED  
Bombay House,  
24-Homi Mody Street, Fort,  
Mumbai - 400001

**The One Hundred and Seventh Annual General Meeting of the Equity Shareholders of Tata Steel Limited held on Thursday, August 14, 2014 at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai - 400020 at 03.00 p.m.**

Dear Sir,

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the One Hundred and Seventh Annual General Meeting of the Shareholders of Tata Steel Limited, held on Thursday, August 14, 2014 at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai - 400020 at 3.00 p.m, submit my report as under:

1. The Company had arranged for Instapoll facility from Karvy Computershare Private Limited for the purpose of providing voting facility to the shareholders present at the meeting and who had not cast their vote earlier either through e-voting facility or by physical ballot.
2. After the closure of the poll, the Insta-voting poll report was generated in my presence and the voting was diligently scrutinized. The records of the Insta-voting were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The result of the Poll is as under:



**RESOLUTION NO. 1 (ORDINARY RESOLUTION):**

**Adoption of Audited Statement of Profit and Loss, Balance sheet, Report of the Board of Directors and the Auditors for the year ended March 31, 2014.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
184	1,88,22,164	100.00

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
2	710



**RESOLUTION NO. 2 (ORDINARY RESOLUTION):****Declaration of Dividend on Ordinary shares for the financial year 2013-14.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
184	1,88,22,164	100.00

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
2	710



**RESOLUTION NO. 3 (ORDINARY RESOLUTION):****Re-appointment of Mr. Cyrus P. Mistry as a Director.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
181	1,87,57,079	99.65

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
3	65,085	0.35

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
2	710



**RESOLUTION NO. 4 (ORDINARY RESOLUTION):****Re-appointment of Mr. Ishaat Hussain as a Director.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
171	1,31,53,814	69.88

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
13	56,68,350	30.12

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
2	710



**RESOLUTION 5 (ORDINARY RESOLUTION):****Appointment of Auditors for a term of three years and fixing their remuneration.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
175	1,33,53,785	70.95

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
9	54,68,379	29.05

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
2	710



**RESOLUTION NO. 6 (ORDINARY RESOLUTION):****Appointment of Mr. T. V. Narendran as a Director.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
180	1,86,84,359	99.27

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
4	1,37,805	0.73

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
2	710



**RESOLUTION NO. 7 (ORDINARY RESOLUTION):****Appointment of Mr. T. V. Narendran as the Managing Director.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
142	62,15,933	33.48

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
42	1,23,49,602	66.52

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
2	710





**RESOLUTION NO. 8 (ORDINARY RESOLUTION):****Appointment of Mr. Nusli N. Wadia as an Independent Director.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
161	1,31,14,805	69.68

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
23	57,07,359	30.32

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
2	710



**RESOLUTION NO. 9 (ORDINARY RESOLUTION):****Appointment of Mr. Subodh Bhargava as an Independent Director.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
171	1,37,30,734	72.95

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
13	50,91,430	27.05

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
2	710



**RESOLUTION NO. 10 (ORDINARY RESOLUTION):****Appointment of Mr. Jacobus Schraven as an Independent Director.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
183	1,87,96,821	99.87

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
1	25,343	0.13

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
2	710



**RESOLUTION NO. 11 (ORDINARY RESOLUTION):****Appointment of Mrs. Mallika Srinivasan as an Independent Director.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
136	10,41,613	5.61

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
48	1,75,23,922	94.39

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
2	710



**RESOLUTION NO. 12 (ORDINARY RESOLUTION):****Appointment of Mr. O. P. Bhatt as an Independent Director.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
183	1,87,96,821	99.87

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
1	25,343	0.13

(iii) Invalid votes:

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
2	710



**RESOLUTION NO. 13 (ORDINARY RESOLUTION):****Ratification of Cost Auditors' remuneration.**

(i) Voted in favour of the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
184	1,88,22,164	100.00

(ii) Voted against the resolution:

Number of members present and voting ( in person or proxy)	Number of Votes cast by them ( Shares )	% of total number of valid votes cast
NIL	NIL	N.A.

(iii) Invalid votes:

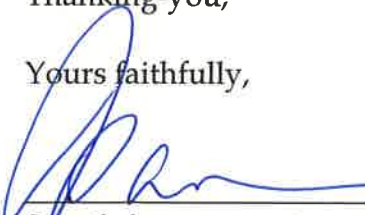

Total number of members present and voting ( in person or proxy) whose votes were declared invalid	Total number of votes cast by them ( Shares )
2	710

4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared 'INVALID' for each resolution is enclosed.

5. The relevant records were handed over to the Company Secretary authorized by the Board, for safe keeping.

Thanking-you,

Yours faithfully,

Scrutinizer

Name : P. N. Parikh

Parikh &amp; Associates

Practising Company Secretary

FCS: 327 CP No.: 1228

Place: Mumbai

Dated: August 14, 2014