

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

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To,  
The Chairman  
Tata Steel Limited  
Bombay House,  
24, Homi Mody Street,  
Mumbai -400001

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through electronic voting system at the 112<sup>th</sup> Annual General Meeting of Tata Steel Limited held on Friday, July 19, 2019 at 3.00 p.m.(IST) at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai - 400020**

I, P. N. Parikh, of M/s. Parikh & Associates, Practising Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Tata Steel 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, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 112<sup>th</sup> Annual General Meeting ("AGM") of Tata Steel Limited on Friday, July 19, 2019 at 3.00 p.m. (IST).

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 19, 2019.

The notice dated April 25, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting e-voting by the Shareholders of the Company.

The Company had also provided voting through electronic voting system to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.



The shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, July 12, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Monday, July 15, 2019 at 09:00 a.m. (IST) and ended on Thursday, July 18, 2019 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through electronic voting system 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. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic voting system at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through electronic voting system at the AGM in respect of the said resolutions.

I would like to mention that the voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, July 12, 2019 and as per the Register of Members of the Company.



**Resolution 1: Ordinary Resolution**

Consider and adopt the Audited Standalone Financial Statements for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	1,310	76,61,33,572	
Partly paid Ordinary Shares	353	1,13,10,885	
Total	1,663	77,74,44,457	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	22	13,486	
Partly paid Ordinary Shares	16	657	
Total	38	14,143	0.00

(iii) **Invalid** votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Fully Paid Ordinary Shares	Nil	Nil
Partly paid Ordinary Shares	Nil	Nil
Total	Nil	Nil



**Resolution 2: Ordinary Resolution**

Consider and adopt the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2019 and the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	1,307	76,61,33,113	
Partly paid Ordinary Shares	351	1,13,10,880	
Total	1,658	77,74,43,993	100.00 (Rounded Off)

(ii) Voted against the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	22	13,687	
Partly paid Ordinary Shares	16	657	
Total	38	14,344	0.00

(iii) Invalid votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Fully Paid Ordinary Shares	Nil	Nil
Partly paid Ordinary Shares	Nil	Nil
Total	Nil	Nil



**Resolution 3: Ordinary Resolution**

Declaration of Dividend on fully paid and partly paid Ordinary Shares for Financial Year 2018-19.

(i) Voted **in favour** of the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	1,322	79,11,91,423	
Partly paid Ordinary Shares	365	1,13,13,499	
Total	1,687	80,25,04,922	99.97

(ii) Voted **against** the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	22	2,64,570	
Partly paid Ordinary Shares	13	86	
Total	35	2,64,656	0.03

(iii) **Invalid** votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Fully Paid Ordinary Shares	Nil	Nil
Partly paid Ordinary Shares	Nil	Nil
Total	Nil	Nil



**Resolution 4: Ordinary Resolution**

Appointment of Director in place of Mr. Koushik Chatterjee (DIN: 00004989), who retires by rotation and being eligible, seeks re-appointment.

**(i) Voted in favour of the resolution:**

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	1,219	77,80,91,118	
Partly paid Ordinary Shares	342	1,12,72,744	
Total	1,561	78,93,63,862	98.33

**(ii) Voted against the resolution:**

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	122	1,33,64,368	
Partly paid Ordinary Share	33	40,831	
Total	155	1,34,05,199	1.67

**(iii) Invalid votes:**

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Fully Paid Ordinary Shares	Nil	Nil
Partly paid Ordinary Shares	Nil	Nil
Total	Nil	Nil



**Resolution 5: Ordinary Resolution**

Appointment of Mr. Vijay Kumar Sharma (DIN: 02449088) as a Director.

(i) Voted in favour of the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	1,277	78,58,00,945	
Partly paid Ordinary Shares	347	1,12,72,757	
Total	1,624	79,70,73,702	99.29

(ii) Voted against the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	66	56,54,147	
Partly paid Ordinary Shares	30	40,826	
Total	96	56,94,973	0.71

(iii) Invalid votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Fully Paid Ordinary Shares	Nil	Nil
Partly paid Ordinary Shares	Nil	Nil
Total	Nil	Nil



**Resolution 6: Special Resolution**

Re-Appointment of Ms. Mallika Srinivasan (DIN: 00037022) as an Independent Director.

(i) Voted **in favour** of the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	1,213	78,05,06,873	
Partly paid Ordinary Shares	343	1,12,87,906	
Total	1,556	79,17,94,779	98.63

(ii) Voted **against** the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	131	1,09,49,081	
Partly paid Ordinary Shares	35	25,676	
Total	166	1,09,74,757	1.37

(iii) **Invalid** votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Fully Paid Ordinary Shares	Nil	Nil
Partly paid Ordinary Shares	Nil	Nil
Total	Nil	Nil





**Resolution 7: Special Resolution**

Re-Appointment of Mr. O.P.Bhatt (DIN: 00548091) as an Independent Director.

(i) Voted in favour of the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	1,246	78,87,61,032	
Partly paid Ordinary Shares	339	1,13,05,567	
Total	1,585	80,00,66,599	99.68

(ii) Voted against the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	94	25,95,932	
Partly paid Ordinary Shares	38	8,015	
Total	132	26,03,947	0.32

(iii) Invalid votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Fully Paid Ordinary Shares	Nil	Nil
Partly paid Ordinary Shares	Nil	Nil
Total	Nil	Nil



**Resolution 8: Ordinary Resolution**

Re-Appointment of Mr. T.V.Narendran (DIN: 03083605) as Chief Executive Officer and Managing Director and payment of remuneration.

(i) Voted in favour of the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	1,198	76,66,90,591	
Partly paid Ordinary Shares	343	1,12,81,032	
Total	1,541	77,79,71,623	96.92

(ii) Voted against the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	140	2,46,65,656	
Partly paid Ordinary Shares	33	32,466	
Total	173	2,46,98,122	3.08

(iii) Invalid votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Fully Paid Ordinary Shares	Nil	Nil
Partly paid Ordinary Shares	Nil	Nil
Total	Nil	Nil



**Resolution 9: Ordinary Resolution**

Ratification of remuneration of Messrs Shome & Banerjee, Cost Auditors of the Company.

(i) Voted in favour of the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	1,292	79,14,32,512	
Partly paid Ordinary Shares	348	1,13,11,115	
Total	1,640	80,27,43,627	100.00 (Rounded Off)

(ii) Voted against the resolution:

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Fully Paid Ordinary Shares	50	23,291	
Partly paid Ordinary Shares	30	2,470	
Total	80	25,761	0.00

(iii) Invalid votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Fully Paid Ordinary Shares	Nil	Nil
Partly paid Ordinary Shares	Nil	Nil
Total	Nil	Nil

Thanking you.

Yours faithfully,

P.N. Parikh

Parikh & Associates

Practising Company Secretaries

FCS: 327 CP No.: 1228

111,11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp.Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai - 40005

Place: Mumbai

Dated: July 19, 2019



**TATA STEEL LIMITED**

*Parvatheesam K.*  
(PARVATHEESAM K.)  
COMPANY SECRETARY &

CHIEF LEGAL OFFICER (CORPORATE & COMPLIANCE)