

PARIKH & ASSOCIATES
COMPANY SECRETARIES

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

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Steel Limited vide resolution dated May 14, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 107th Annual General Meeting of the Company to be held on August 14, 2014.

The Notice dated May 14, 2014 convening Annual General Meeting (AGM) of the Company 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 to be passed at the 107th AGM of the Company to be held on August 14, 2014.

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of June 20, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 13 in the Notice of the 107th AGM of Tata Steel Limited.

The voting period for e-voting commenced on Wednesday, August 06, 2014 at 09.00 a.m. and ended on Friday, August 08, 2014 at 5.30 p.m. and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. Votes cast through Physical ballot forms received upto Friday, 8th August, 2014 (5.30 p.m.) were considered.



I have scrutinized and reviewed the voting through electronic means and physical mode 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 Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

I. Resolution No. 1 :-

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 voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2388	55,77,75,721	100.00*(Rounded off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
20	5,188	0.00#

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
191	57,48,398

* % of votes in favour: 99.9991

#% of votes against : 0.0009



II. Resolution No. 2 :-

Declaration of Dividend on Ordinary shares for the financial year 2013-14.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2351	54,02,75,718	100.00*(Rounded off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
17	2,716	0.00#

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
179	10,85,012

* % of votes in favour: 99.9995

#% of votes against : 0.0005



III. Resolution No. 3 :-

Re-appointment of Mr. Cyrus P. Mistry as a Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2299	52,02,80,740	96.40

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
63	1,94,32,926	3.60

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
187	10,88,670



IV. Resolution No. 4 :-

Re-appointment of Mr. Ishaat Hussain as a Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2210	52,37,02,956	97.17

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
115	1,52,54,341	2.83

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
201	10,93,254



V. Resolution No. 5 :-

Appointment of Auditors for a term of three years and fixing their remuneration.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2276	53,63,15,226	99.53

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
61	25,55,554	0.47

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
187	9,89,309



VI. Resolution No. 6 :-

Appointment of Mr. T. V. Narendran as a Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2251	53,81,77,498	99.62

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
81	20,62,152	0.38

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
201	10,92,617



VII. Resolution No. 7 :-

Appointment of Mr. T. V. Narendran as the Managing Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2144	49,94,56,595	92.48

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
195	4,05,91,223	7.52

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
196	10,90,617



VIII. Resolution No. 8 :-

Appointment of Mr. Nusli N. Wadia as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2168	51,89,91,423	96.16

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
148	2,07,31,165	3.84

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
216	10,82,079



IX. Resolution No. 9 :-

Appointment of Mr. Subodh Bhargava as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2212	51,75,82,163	95.93

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
107	2,19,85,643	4.07

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
210	10,98,307



X. Resolution No. 10 :-

Appointment of Mr. Jacobus Schraven as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2221	53,90,75,040	100.00*(Rounded off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
91	17,841	0.00#

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
215	11,01,174

* % of votes in favour: 99.9967

#% of votes against : 0.0033



XI. Resolution No. 11 :-

Appointment of Mrs. Mallika Srinivasan as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2113	49,27,29,880	91.34

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
207	4,67,19,615	8.66

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
209	10,98,767



XII. Resolution No. 12 :-

Appointment of Mr. O. P. Bhatt as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2243	53,91,29,291	99.90

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
68	5,16,901	0.10

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
217	11,10,103



XIII. Resolution No. 13 :-

Ratification of Cost Auditors' remuneration.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2208	53,96,96,401	99.90

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
93	5,23,329	0.10

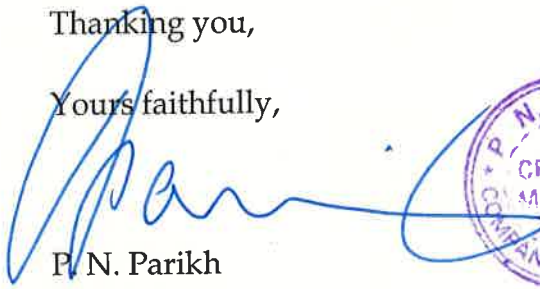
(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
239	11,22,201

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,




P. N. Parikh
Parikh & Associates
Practising Company Secretary
FCS: 327 CP: 1228
Place: Mumbai
Dated: August 12, 2014