

RELIANCE

Reliance Defence and Engineering Limited
Reliance Centre,
Off Western Express Highway,
Santa Cruz (East), Mumbai 400 055
Tel: +91 22 33031000, Fax: +91 22 33033662
www.reliancedefence.co
CIN: L35110GJ1997PLC033193

March 20, 2017

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeeboy Towers,
Dalal Street,
Mumbai - 400 001
BSE Scrip Code: 533107

The Manager
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
NSE Symbol: RDEL

Dear Sir/Madam,

Sub: Voting results as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We refer to our letter dated March 20, 2017, and wish to inform you that at the Extraordinary General Meeting ("EGM") of the Company held on March 20, 2017 at the Registered Office of the Company, the Members of the Company have duly approved, through e-voting and voting through Ballot at the meeting, all the businesses as specified in the notice convening the said meeting.

M/s Umesh Bhatt and Associates, Practicing Company Secretaries, appointed as Scrutinizer by the Board of Directors have submitted their report dated March 20, 2017 on e-voting and voting through Ballot at the meeting.

The details of the voting results are enclosed in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to kindly bring the above to the notice of your members.

Thanking you.

Yours faithfully,
For Reliance Defence and Engineering Limited


Ajit Dabholkar

Corporate Counsel & Company Secretary



Encl: As above



Reliance Defence and Engineering Limited
Reliance Centre, Off Western Express Highway,
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Annexure I

Voting Results

Date of the AGM/EGM/ Postal Ballot	March 20,2017
Total number of shareholders on record date	132,463
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	1 41
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	NA
Agenda- wise disclosure disclosed separately	



Resolution required: (Ordinary/ Special)				(1) Re-classification of the Authorized Share Capital of the Company, with consequential amendments in the Memorandum of Association				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	220103025	220103025	100.000	220103025	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	220103025	220103025	100.000	220103025	0	100.000	0.000
Public Institution	E-Voting	105848597	5637286	5.326	5340185	297101	94.730	5.270
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	105848597	5637286	5.326	5340185	297101	94.730	5.270
Public- Non Institutions	E-Voting	410254647	269879107	65.783	269879102	5	100.000	0.000
	Poll		25857	0.006	25857	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	410254647	269904964	65.790	269904959	5	100.000	0.000
Total		736206269	495645275	67.324	495348169	297106	99.940	0.060



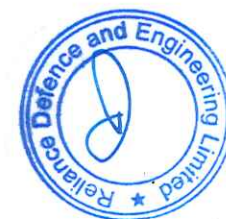
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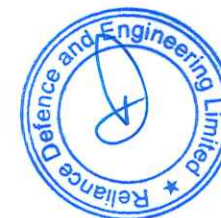
Resolution required: (Ordinary/ Special)					(2) Issue of Equity Shares aggregating upto Rs. 595 crore to CDR Lenders			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	220103025	220103025	100.000	220103025	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	220103025	220103025	100.000	220103025	0	100.000	0.000
Public Institution	E-Voting	105848597	5637286	5.326	5637286	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	105848597	5637286	5.326	5637286	0	100.000	0.000
Public- Non Institutions	E-Voting	410254647	269879107	65.783	269879102	5	100.000	0.000
	Poll		25857	0.006	25857	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	410254647	269904964	65.790	269904959	5	100.000	0.000
Total		736206269	495645275	67.324	495645270	5	100.000	0.000



Resolution required: (Ordinary/ Special)				(3) Issue of Equity Shares aggregating upto Rs. 60 crore to Non-CDR Lenders				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	220103025	220103025	100.000	220103025	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	220103025	220103025	100.000	220103025	0	100.000	0.000
Public Institution	E-Voting	105848597	5637286	5.326	5637286	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	105848597	5637286	5.326	5637286	0	100.000	0.000
Public- Non Institutions	E-Voting	410254647	269879107	65.783	269879102	5	100.000	0.000
	Poll		25857	0.006	25857	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	410254647	269904964	65.790	269904959	5	100.000	0.000
Total		736206269	495645275	67.324	495645270	5	100.000	0.000



Resolution required: (Ordinary/ Special)					(4) Issue of 0.10% Compulsorily Redeemable Preference Shares ('CRPS') aggregating up to Rs. 2,300 crore			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	220103025	220103025	100.000	220103025	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	220103025	220103025	100.000	220103025	0	100.000	0.000
Public Institution	E-Voting	105848597	5637286	5.326	5340185	297101	94.730	5.270
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	105848597	5637286	5.326	5340185	297101	94.730	5.270
Public- Non Institutions	E-Voting	410254647	269879107	65.783	269879102	5	100.000	0.000
	Poll		25857	0.006	25857	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	410254647	269904964	65.790	269904959	5	100.000	0.000
Total		736206269	495645275	67.324	495348169	297106	99.940	0.060



Resolution required: (Ordinary/ Special)					(5) Issue of Secured Non Convertible Debentures aggregating up to Rs. 250 crore			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	220103025	220103025	100.000	220103025	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	220103025	220103025	100.000	220103025	0	100.000	0.000
Public Institution	E-Voting	105848597	5637286	5.326	5340185	297101	94.730	5.270
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	105848597	5637286	5.326	5340185	297101	94.730	5.270
Public- Non Institutions	E-Voting	410254647	269879107	65.783	269879107	0	100.000	0.000
	Poll		25857	0.006	25857	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	410254647	269904964	65.790	269904964	0	100.000	0.000
Total		736206269	495645275	67.324	495348174	297101	99.940	0.060



Resolution required: (Ordinary/ Special)					(6) Alteration of Articles of Association of the Company			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	220103025	220103025	100.000	220103025	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	220103025	220103025	100.000	220103025	0	100.000	0.000
Public Institution	E-Voting	105848597	5637286	5.326	5637286	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	105848597	5637286	5.326	5637286	0	100.000	0.000
Public- Non Institutions	E-Voting	410254647	269879107	65.783	269879102	5	100.000	0.000
	Poll		25857	0.006	25857	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	410254647	269904964	65.790	269904959	5	100.000	0.000
Total		736206269	495645275	67.324	495645270	5	100.000	0.000



Resolution required: (Ordinary/ Special)					(7) Approval for availing loan with an option to convert into Equity Shares of the Company			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	220103025	220103025	100.000	220103025	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	220103025	220103025	100.000	220103025	0	100.000	0.000
Public Institution	E-Voting	105848597	5637286	5.326	92188	5545098	1.635	98.365
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	105848597	5637286	5.326	92188	5545098	1.635	98.365
Public- Non Institutions	E-Voting	410254647	269879107	65.783	269879107	0	100.000	0.000
	Poll		25857	0.006	25857	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total	410254647	269904964	65.790	269904964	0	100.000	0.000
Total		736206269	495645275	67.324	490100177	5545098	98.881	1.119





Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the Extraordinary General Meeting of the Members of Reliance Defence and Engineering Limited ('the Company') held on the 20th March, 2017 at Pipavav Port, Post Ucchaiya, Via Rajula, District Amreli, Gujarat – 365 560

To,
The Chairman
Extraordinary General Meeting
Reliance Defence and Engineering Limited
Pipavav Port, Post Ucchaiya, Via Rajula,
District Amreli, Gujarat – 365 560

Dear Sir,

1. The Board of Directors of the Company appointed M/s Umesh Bhatt & Associates, Practicing Company Secretaries represented by me, Umesh Bhatt as a scrutinizer for the purpose of scrutinizing the :

- (i) e-voting process ('remote e-voting') under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ('Rules') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations); and
- (ii) poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules ('Poll');

on each of the business contained in the Notice dated 18th February, 2017 ('the Notice') of the Extraordinary General Meeting (EGM) of the Members of Reliance Defence and Engineering Limited ('the Company') held on 20th March, 2017 at the Registered Office of the Company at Pipavav Port, Post Ucchaiya, Via Rajula, District Amreli, Gujarat – 365 560.

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act, Rules and SEBI LODR Regulations relating to voting through remote e-voting means and through Poll on the business contained in the Notice of the EGM of the Members of the Company.
3. The Company has appointed M/s. Karvy Computershare Private Limited ('Karvy'), the agency authorized under Rule 20 of the Rules and SEBI LODR Regulations, to provide remote e-voting facility to the Members of the Company from 10:00 A.M. on 17th March, 2017 to 5:00 P.M. on 19th March, 2017.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the EGM), was restricted to scrutinize the remote e-voting process and poll at the EGM in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour"



or "against" the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by Karvy and based on the result of Poll taken at the EGM.

5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the Poll taken at the EGM on the business contained in the Notice to the EGM. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the EGM as under:-

Item No. 1:-

Special Resolution for Re-classification of the Authorized Share Capital of the Company, with consequential amendments in the Memorandum of Association

	Number of members			Number of votes contained in			
	Remote e-voting	Poll at the EGM	Total	Remote e-voting	Poll at the EGM	Total	%
In favour	40	31	71	495,322,312	25,857	495,348,169	99.940
Against	2	0	2	297,106	0	297,106	0.060
Total	42	31	73	495,619,418	25,857	495,645,275	100.000
Invalid / Abstained	0	0	0	0	0	0	0.000

Based on the aforesaid results, Special Resolution No.1 of the Notice dated February 18, 2017 has been passed by the Members through poll at the EGM and through remote e-voting with requisite majority.

Item No. 2:-

Special Resolution for Issue of Equity Shares aggregating upto Rs. 595 crore to CDR Lenders

	Number of members			Number of votes contained in			
	Remote e-voting	Poll at the EGM	Total	Remote e-voting	Poll at the EGM	Total	%
In favour	41	31	72	495,619,413	25,857	495,645,270	100.000
Against	1	0	1	5	0	5	0.000
Total	42	31	73	495,619,418	25,857	495,645,275	100.000
Invalid / Abstained	0	0	0	0	0	0	0.000

Based on the aforesaid results, Special Resolution No.2 of the Notice dated February 18, 2017 has been passed by the Members through poll at the EGM and through remote e-voting with requisite majority.

Item No. 3:-

Special Resolution for Issue of Equity Shares aggregating upto Rs. 60 crore to Non-CDR Lenders



	Number of members			Number of votes contained in			
	Remote e-voting	Poll at the EGM	Total	Remote e-voting	Poll at the EGM	Total	%
In favour	41	31	72	495,619,413	25,857	495,645,270	100.00
Against	1	0	1	5	0	5	0.000
Total	42	31	73	495,619,418	25,857	495,645,275	100.000
Invalid / Abstained	0	0	0	0	0	0	0.000

Based on the aforesaid results, Special Resolution No.3 of the Notice dated February 18, 2017 has been passed by the Members through poll at the EGM and through remote e-voting with requisite majority.

Item No. 4:-

Special Resolution for Issue of 0.10% Compulsorily Redeemable Preference Shares ('CRPS') aggregating upto Rs. 2,300 crore.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll at the EGM	Total	Remote e-voting	Poll at the EGM	Total	%
In favour	40	31	71	495,322,312	25,857	495,348,169	99.940
Against	2	0	2	297,106	0	297,106	0.060
Total	42	31	73	495,619,418	25,857	495,645,275	100.000
Invalid / Abstained	0	0	0	0	0	0	0.000

Based on the aforesaid results, Special Resolution No.4 of the Notice dated February 18, 2017 has been passed by the Members through poll at the EGM and through remote e-voting with requisite majority.

Item No. 5:-

Special Resolution for Issue of Secured Non Convertible Debentures aggregating upto Rs. 250 crore

	Number of members			Number of votes contained in			
	Remote e-voting	Poll at the EGM	Total	Remote e-voting	Poll at the EGM	Total	%
In favour	41	31	71	495,322,317	25,857	495,348,174	99.940
Against	1	0	2	297,101	0	297,101	0.060
Total	42	31	73	495,619,418	25,857	495,645,275	100.000
Invalid / Abstained	0	0	0	0	0	0	0.000



Based on the aforesaid results, Special Resolution No.5 of the Notice dated February 18, 2017 has been passed by the Members through poll at the EGM and through remote e-voting with requisite majority.

Item No. 6:-

Special Resolution for Alteration of Articles of Association of the Company

	Number of members			Number of votes contained in			
	Remote e-voting	Poll at the EGM	Total	Remote e-voting	Poll at the EGM	Total	%
In favour	41	31	72	495,619,413	25,857	495,645,270	100.00
Against	1	0	1	5	0	5	0.000
Total	42	31	73	495,619,418	25,857	495,645,275	100.000
Invalid / Abstained	0	0	0	0	0	0	0.000

Based on the aforesaid results, Special Resolution No.6 of the Notice dated February 18, 2017 has been passed by the Members through poll at the EGM and through remote e-voting with requisite majority.

Item No. 7:-

Special Resolution for Approval for availing loan with an option to convert into Equity Shares of the Company

	Number of members			Number of votes contained in			
	Remote e-voting	Poll at the EGM	Total	Remote e-voting	Poll at the EGM	Total	%
In favour	28	31	59	490,074,320	25,857	490,100,177	98.881
Against	14	0	14	5,545,098	0	5,545,098	1.119
Total	42	31	73	495,619,418	25,857	495,645,275	100.000
Invalid / Abstained	0	0	0	0	0	0	0.000

Based on the aforesaid results, Special Resolution No.7 of the Notice dated February 18, 2017 has been passed by the Members through poll at the EGM and through remote e-voting with requisite majority.

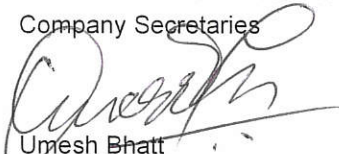
6. In terms of the Notice for the EGM dated February 18, 2017, the Members who have already voted through remote e-voting were not entitled to vote at the EGM. As such, votes, if any, cast by the Members through poll at the meeting who had already voted at remote e-voting were treated as invalid.



7. A Compact Disc (CD) containing Electronic data and other relevant records relating to remote e-voting and Poll has been kept in my safe custody and shall be retained until the minutes of the EGM is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,
For Umesh Bhatt & Associates
Company Secretaries


Umesh Bhatt
Proprietor



Place: Pipavav
Date: 20th March, 2017

Countersigned by
For Reliance Defence and Engineering Limited


Chairman/ Authorized Person