

Notice

Notice is hereby given that the 19th Annual General Meeting of the members of **Reliance Defence and Engineering Limited** will be held on Saturday, August 20, 2016 at 2.00 P.M. at Pipavav Port, Post Uchchaya, Via-Rajula, Dist. Amreli 365 560 to transact the following business:

Ordinary Business:

1. To consider and adopt:
 - a) the audited standalone financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors' thereon, and;
 - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Auditor's thereon.
2. To appoint Director in place of Shri Nikhil Gandhi (DIN: 00030560), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Shri Bhavesh Gandhi (DIN: 00030623), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To ratify appointment of Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Pathak H D & Associates, Chartered Accountants (Firm Registration No 107783W), as the Statutory Auditors of the Company to hold office until the conclusion of the 23rd Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors."

By Order of the Board of Directors

Ajit Dabholkar
Corporate Counsel and Company Secretary

Notes:

1. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the Meeting. A Proxy form is sent herewith.**
2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company

carrying voting rights. However, a member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of their board resolution authorising their representative(s) to attend and vote on their behalf at the meeting.
4. Members/Proxies are requested to bring their duly filled in attendance slip sent herewith along with their copy of the annual report to the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered and Corporate Office of the Company on all working days, except Saturdays between 11.00 A.M. and 1.00 P.M. up to the date of the meeting.
8. The Company's Register of Members and Transfer Books will remain closed from Saturday August 13, 2016 to Saturday August 20, 2016 (both days inclusive) for the purpose of Annual General Meeting.
9. For security reasons, no gadgets, mobile phones, cameras, article / baggage shall be allowed at the venue of the AGM. If any such gadgets are brought by any Member, the same shall be deposited with the security personnel at the risk of such Member / attendee.
10. Members desiring any information relating to financial statements of the Company are requested to write to the Company Secretary of the Company at least seven working days before the date of the AGM to enable the Company to keep the information ready at the Meeting.
11. AGM notice is being sent to all members, whose name appear on the Register of Members/ List of beneficial owner as received from depositories as on July 15, 2016.
12. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
13. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company/ Registrar and Transfer Agent, Karvy Computershare Private Limited.

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14. Non-Resident Indian members are requested to inform Karvy Computershare Private Limited immediately on:
 - a. the change in the residential status on return to India for permanent settlement; and
 - b. the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.
 15. Re-appointment of Directors:

At the ensuing Annual General Meeting, Shri Nikhil Gandhi and Shri Bhavesh Gandhi, Directors of the Company retires by rotation under the provision of the Companies Act, 2013 and being eligible, offer themselves for reappointment. The details pertaining to Shri Nikhil Gandhi and Shri Bhavesh Gandhi pursuant to the requirements of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) are furnished in the statements on Corporate Governance forming part of this Annual Report.
 16. Members are advised to refer to the section titled "Investor Information" provided in this Annual Report.
 17. Members are requested to fill in and submit online the Feedback Form provided in the 'Investor Relations' section on the Company's website www.reliancedefence.co to aid the Company in its constant endeavour to enhance the standards of service to investors.
 18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agent.
 19. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH13 duly filled in to Karvy Computershare Private Limited (Unit: Reliance Defence and Engineering Limited) Karvy Selenium, Tower-B, Plot No. 31 & 32, Survey No. 116/22, 115/24, 115/25 Financial District, Nanakramguda, Hyderabad 500 032, Tel. : +91 40 6716 1500, Fax : +91 40 6716 1791, Toll Free no. (India): 1800 4250 999, Email: evoting@karvy.com. The prescribed form in this regard may also be obtained from Karvy Computershare Private Limited at the address mentioned above. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.
 20. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Transfer Agent for consolidation into a single folio.
 21. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
 22. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules made thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all Members of the Company through Notice dated May 14, 2016 (remote e-voting). A person, whose name is recorded in the register of members or in the register of beneficial owner (in case of electronic shareholding) maintained by the depositories as on the cutoff date i.e. August 13, 2016 only shall be entitled to avail the facility of remote e-voting/voting. Karvy Computershare Private Limited, our Registrar and Transfer Agent will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from 10.00 A.M. on August 17, 2016 to 5.00 P.M. on August 19, 2016. The Members shall refer to the detailed procedure on remote e-voting given in the e-voting instruction slip.
- The facility for voting shall also be available at the meeting. The members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their votes again at the meeting.
- The Board of Directors have appointed Ms. Amrita D.C. Nautiyal, Practicing Company Secretary as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The Scrutinizer will submit her report to the Chairman after completion of the scrutiny and the results of voting will be announced after the meeting of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.reliancedefence.co and posted on the website of Karvy Computershare Private Limited.

By Order of the Board of Directors

Ajit Dabholkar
Corporate Counsel and Company Secretary

Registered Office:
Pipavav Port
Post Uchchhaiya, Via-Rajula
Dist. Amreli 365 560
CIN: L35110GJ1997PLC033193
Website: www.reliancedefence.co

May 14, 2016