

February 11, 2017

The General Manager
Corporate Relationship Manager
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 Sirs,

Sub: Outcome of the Board Meeting held on February 11, 2017

Further to our letters dated February 4, 2017 and February 8, 2017 and pursuant to the provision of Regulations 30 & 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board of Directors at its meeting held today i.e. February 11, 2017, has approved:

1. Unaudited financial results for the quarter and nine months ended December 31, 2016 along with Limited Review Report submitted by the Statutory Auditors of the Company, (enclosed), and
2. Refinancing Scheme with the Lenders of the Company and consequent (a) issuance of Equity Shares, Compulsorily Redeemable Preference Shares and Secured Non-Convertible Debentures, (b) amendment to the Memorandum and Articles of Association of the Company, and (c) convening of an Extraordinary General Meeting for the said purposes.

The above shall be subject to all permissions, sanctions and approvals as may be necessary under the applicable provisions of law.

On completion of the process of Refinancing, the Company would exit from the Corporate Debt Restructuring scheme (CDR).

The meeting of the Board of Directors of the Company commenced at 12 noon and concluded at 3.20 p.m.

The information required to be submitted pursuant to Regulation 30 of the Listing Regulations is provided in the enclosed Annexure - I.

We request you to inform your members accordingly.

Yours faithfully
For Reliance Defence and Engineering Limited



Ajit Dabholkar
Corporate Counsel & Company Secretary
Membership No: F4424



Encl: As above

Annexure - I

Information as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

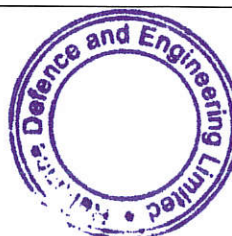
1. Issuance of securities:

a. Issue of Equity Shares:

| Particulars of Securities | Details of Securities |
|---|---|
| a) Type of securities proposed to be issued : | Equity Shares |
| b) Type of issuance : | Private Placement |
| c) Total number of securities proposed to be issued or the total amount for which the securities which will be issued : | Not exceeding Rs. 655 crore |
| d) in case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s): | |
| I. Names of the investors | Issue will be made to the existing Lenders of the Company, pursuant to the Refinancing Scheme, subject to all permissions, sanctions and approvals under the applicable provision of law. |
| II. Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors | Not Applicable |
| III. In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument | Not Applicable |

b. Issue of 0.10% Compulsorily Redeemable Preference Shares:

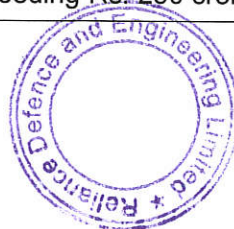
| Particulars of Securities | Details of Securities |
|---|--|
| a) Type of securities proposed to be issued : | 0.10% Compulsory Redeemable Preference Shares |
| b) Type of issuance : | Preferential Issue |
| c) Total number of securities proposed to be issued or the total amount for which the securities will be issued : | Not exceeding Rs 2,300 crore |
| d) in case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s): | |
| I. Names of the investors | Issue will be made to the existing Lenders of the Company, pursuant to the Refinancing Scheme. |
| II. Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors | Not Applicable |
| III. In case of convertibles - intimation on | |



| | |
|--|--|
| conversion of securities or on lapse of the tenure of the instrument | Not Applicable. |
| e) in case of issuance of debt securities or other non convertible securities the listed entity shall disclose following additional details to the stock exchange(s): | |
| I. Size of the issue : | Not exceeding Rs. 2,300 crore |
| II. Whether proposed to be listed? If yes, name of the Stock Exchange: | No |
| III. Tenure of the instrument - date of allotment and date of maturity: | 19 Years (April 1, 2016 to March 31, 2035) |
| IV. Coupon/interest offered, schedule of payment of coupon/interest and principal: | Annual dividend of 0.10%; Redemption in 65 structured quarterly installments commencing from March 31, 2019 to March 31, 2035 |
| V. Charge/security, if any, created over the assets: | Not Applicable |
| VI. Special right/ interest/ privileges attached to the instrument and changes thereof: | Any surplus amount above 125% of projected EBITDA as per base case financial model shall be utilized for early redemption of CRPS in inverse order of maturity |
| VII. Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal: | Not Applicable |
| VIII. Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any: | Not Applicable |
| IX. Details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures: | Redemption in 65 structured quarterly installments commencing from March 31, 2019 to March 31, 2035, or on such other terms as may be agreed with Lenders |

c. Issue of Secured Non- Convertible Debentures:

| Particulars of Securities | Details of Securities |
|---|------------------------------------|
| a) Type of securities proposed to be issued: | Secured Non Convertible Debentures |
| b) Type of issuance : | Preferential Issue |
| c) Total number of securities proposed to be issued or the total amount for which the securities will be issued : | Not exceeding Rs. 250 crore |
| d) in case of issuance of debt securities or other non convertible securities the listed entity shall disclose following additional details to the stock exchange(s): | |
| I. Size of the issue : | Not exceeding Rs. 250 crore |



| | |
|--|---|
| II. Whether proposed to be listed? If yes, name of the Stock Exchange: | No |
| III. Tenure of the instrument - date of allotment and date of maturity: | 15 Years. (April 1, 2016 to March 31, 2031) |
| IV. Coupon/interest offered, schedule of payment of coupon/interest and principal: | Interest rate linked to IDBI Bank's base rate; Repayment in 49 structured quarterly installments commencing from March 31, 2019 and ending March 31, 2031. |
| V. Charge/security, if any, created over the assets: | The NCDs to be secured inter-alia by a. 1 st pari-passu charge, hypothecation, mortgage of movable / immovable properties of the Company, both present and future. b. Other security as may be stipulated by the Lenders under the Refinancing Scheme. |
| VI. Special right/ interest/ privileges attached to the instrument and changes thereof: | N.A. |
| VII. Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal: | N.A. |
| VIII. Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any: | N.A. |
| IX. Details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures: | Repayment in 49 structured quarterly installments commencing from March 31, 2019 and ending March 31, 2031, or on such other terms as may be agreed to with the Lenders. |

2. Amendment In Memorandum and Articles of Association of the Company :

i) Alteration In Capital Clause:

Reclassification of Authorized Share Capital of the Company pursuant to refinancing scheme.

The Authorized Share Capital will be re-classified into two categories as follows:

- a) Equity Shares : 1100,00,00,000 (Eleven Hundred crore) of Rs 10 each
- b) Preference Shares : 400,00,00,000 (Four Hundred crore) of Rs 10 Each.



ii) Alteration in Articles of Association:

Addition of Article: Right of First Refusal to be granted by Lenders in favour of Promoter(s) the Company, if they intend to sell / transfer Equity Shares issued pursuant to Refinancing Scheme.

