

# RELIANCE

**Reliance Defence and Engineering Limited**  
(Formerly Pipavav Defence and Offshore Engineering  
Company 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

August 20, 2016

**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 August 20, 2016, and wish to inform you that at the 19<sup>th</sup> Annual General Meeting ("AGM") of the Company held on August 20, 2016 at the Registered Office of the Company, the Members of the Company have duly approved, through e-voting and voting through Ballot at meeting, all the businesses as specified in the notice convening the said meeting.

Ms. Amrita Nautiyal, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors has submitted her report dated August 20, 2016 on e-voting and voting through Ballot at meeting, to the Chairman of 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 aforesaid information 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.



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Date of the AGM	August 20, 2016
Total number of shareholders on the record date	114,522
No. of shareholders present in the meeting either in person through proxy:	39
Promoter and Promoters Group:	1
Public:	38
No. of shareholders attended the meeting through Video Conferencing	NIL
Promoter and Promoters Group:	NIL
Public:	NIL





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Agenda - Item No. 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 Auditors' thereon

Resolution Required: (Ordinary/ Special)			Ordinary Resolution					
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
Promoter and Promoters Group	E-Voting	-	220,103,025	100	220,103,025	0	100	0
	Poll	-	0	0	-	0	0	0
	Postal Ballot (if applicable)	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	<b>Total</b>	<b>220,103,025</b>	<b>220,103,025</b>	<b>100</b>	<b>220,103,025</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Institutions	E-Voting	-	260,687,376	56.6877	260,687,376	0	100	0
	Poll	-	0	0	0	0	0	0
	Postal Ballot (if applicable)	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	<b>Total</b>	<b>459,865,498</b>	<b>260,687,376</b>	<b>56.6877</b>	<b>260,687,376</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public - Non Institutions	E-Voting	-	8,786	0.02	8,286	500	94.3091	5.6909
	Poll	-	71,811	0.13	71,811	0	100	0
	Postal Ballot (if applicable)	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	<b>Total</b>	<b>56,237,746</b>	<b>80,597</b>	<b>0.1433</b>	<b>80,097</b>	<b>500</b>	<b>99.3796</b>	<b>0.6204</b>
<b>Total</b>		<b>736,206,269</b>	<b>480,870,998</b>	<b>65.3174</b>	<b>480,870,498</b>	<b>500</b>	<b>99.9999</b>	<b>0.0001</b>

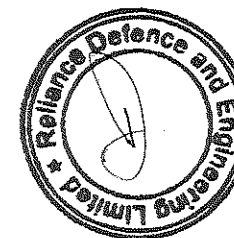




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Agenda - Item No. 2 To appoint Director in place of Shri Nikhil Gandhi (DIN: 00030560), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Resolution Required: (Ordinary/ Special)			Ordinary Resolution					
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
Promoter and Promoters Group	E-Voting	-	220,103,025	100.0000	220,103,025	0	100	-
	Poll	-	0	0.0000	0	0	0	-
	Postal Ballot (if applicable)	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	<b>Total</b>	220,103,025	220,103,025	100.0000	220,103,025	0	100	0
Public - Institutions	E-Voting	-	260,687,376	56.6877	260,591,355	96,021	99.9632	0.0368
	Poll	-	0	0.0000	0	-	0	0
	Postal Ballot (if applicable)	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	<b>Total</b>	459,865,498	260,687,376	56.6877	260,591,355	96,021	99.9632	0.0368
Public - Non Institutions	E-Voting	-	8,746	0.0156	7,335	1,411	83.8669	16.1331
	Poll	-	71,811	0.1277	71,811	-	100	0
	Postal Ballot (if applicable)	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	<b>Total</b>	56,237,746	80,557	0.1432	79,146	1,411	98.2484	1.7516
<b>Total</b>		736,206,269	480,870,958	65.3174	480,773,526	97,432	99.9797	0.0203



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Agenda - Item No. 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.

Resolution Required: (Ordinary/ Special)			Ordinary Resolution					
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
Promoter and Promoters Group	E-Voting	-	220,103,025	100.0000	220,103,025	0	100.0000	0
	Poll	0	-	0.0000	-	0	0.0000	0
	Postal Ballot (if applicable)	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	<b>Total</b>	220,103,025	220,103,025	100.0000	220,103,025	0	100.0000	0.0000
Public - Institutions	E-Voting	-	260,687,376	56.6877	260,591,355	96,021	99.9632	0.0368
	Poll	-	0	0.0000	0	-	0.0000	0.0000
	Postal Ballot (if applicable)	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	<b>Total</b>	459,865,498	260,687,376	56.6877	260,591,355	96,021	99.9632	0.0368
Public - Non Institutions	E-Voting	-	8,746	0.0156	7,335	1,411	83.8669	16.1331
	Poll	-	71,811	0.1277	71,811	0	100.0000	0.0000
	Postal Ballot (if applicable)	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	<b>Total</b>	56,237,746	80,557	0.1432	79,146	1,411	98.2484	1.7516
<b>Total</b>		736,206,269	480,870,958	65.3174	480,773,526	97,432	99.9797	0.0203



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Agenda - Item No. 4 To ratify appointment of Auditors and to fix their remuneration.

Resolution Required: (Ordinary/ Special)			Ordinary Resolution					
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
Promoter and Promoters Group	E-Voting	-	220,103,025	100	220,103,025	-	100	0.0000
	Poll	0	0	0	0	-	0	0.0000
	Postal Ballot (if applicable)	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total	220,103,025	220,103,025	100	220,103,025	-	100	0.0000
Public - Institutions	E-Voting	-	260,687,376	56.68774	260,687,376	-	100	0.0000
	Poll	0	0	0.00000	0	-	0	0.0000
	Postal Ballot (if applicable)	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total	459,865,498	260,687,376	56.68774	260,687,376	-	100	0.0000
Public - Non Institutions	E-Voting	-	8,786	0.01562	8,086	700	92.0328	7.9672
	Poll	-	71,811	0.12769	71,811	-	100	0
	Postal Ballot (if applicable)	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total	56,237,746	80,597	0.14331	79,897	700	99.1315	0.8685
Total		736,206,269	480,870,998	65.31743	480,870,298	700	99.9999	0.0001



***Amrita D.C. Nautiyal***

Practising Company Secretary

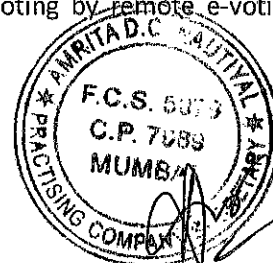
1, Bina Shopping Centre,  
M.V. Road,  
Andheri East,  
Mumbai 400 069.  
Tel-Fax : 022 26830079/80  
amrita.nautiyal@gmail.com

**Consolidated Scrutinizer's Report on the results of the E-voting process and physical ballot conducted at the 19<sup>th</sup> Annual General Meeting of Reliance Defence and Engineering Limited (the Company) held on August 20, 2016 at Pipavav Port, Post Uchhaiya, Via-Rajula, Dist. Amreli 365 560, Gujarat.**

To,  
The Chairman of the 19<sup>th</sup> Annual General Meeting  
**Reliance Defence and Engineering Limited**  
Pipavav

Dear Sir,

1. The Board of Directors of the Company has appointed me, Amrita D.C Nautiyal, Practising Company Secretary, as a scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting) and voting through physical ballots 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'.
2. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through electronic means and physical ballots on the resolutions contained in the Notice of the 19<sup>th</sup> Annual General Meeting of the Members of the Company.
3. The Company has appointed Karvy Computershare Private Limited ('Karvy'), the agency authorized under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Members from 10.00 A.M. on August 17, 2016 to 5.00 P.M. on August 19, 2016.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting and voting through physical ballots at the AGM), was restricted to making 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 e-voting system provided by Karvy and based on the voting through physical ballots at the AGM.
5. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and voting through physical ballot taken at the AGM as under :-



**Resolution No. 1**

To consider and adopt:

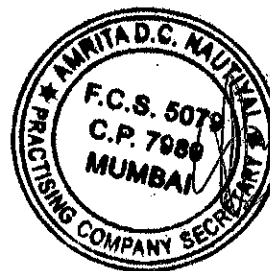
- a) The audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2016 and the reports of the Board of Directors and Auditors' thereon, and;  
b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the reports of the Auditor's thereon.

(i) Voted in favour of the resolution:		
Number of members present and voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
102	48,08,70,498	99.9999

(ii) Voted against the resolution:		
Number of members present and voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
1	500	0.0001

(iii) Invalid Votes	
Number of members (in person or proxy) whose votes were declared invalid	Number of votes cast by them
2	108

The above resolution was passed with requisite majority.





# Amrita D.C. Nautiyal

Practising Company Secretary

1, Bina Shopping Centre,  
M.V. Road,  
Andheri East,  
Mumbai 400 069.  
Tel-Fax : 022 26830079/80  
amrita.nautiyal@gmail.com

## Resolution No. 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.

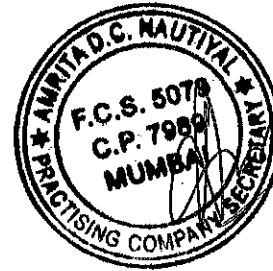
(i) Voted in favour of the resolution:		
Number of members present and voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
96*	48,07,73,526	99.9797

(ii) Voted against the resolution:		
Number of members present and voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
8*	97,432	0.0203

(iii) Invalid Votes	
Number of members (in person or proxy) whose votes were declared invalid	Number of votes cast by them
2	108

The above resolution was passed with requisite majority.

\*One shareholder holding 1000 shares voted for 500 shares in favour of and 500 shares against the resolution.



# Amrita D.C. Nautiyal

Practising Company Secretary

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## Resolution No. 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.

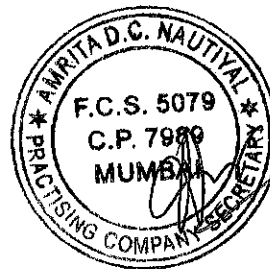
(i) Voted in favour of the resolution:		
Number of members present and voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
96*	48,07,73,526	99.9797

(ii) Voted against of the resolution:		
Number of members present and voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
8*	97,432	0.0203

(iii) Invalid Votes	
Number of members (in person or proxy) whose votes were declared invalid	Number of votes cast by them
2	108

The above resolution was passed with requisite majority.

\*One shareholder holding 1000 shares voted for 500 shares in favour of and 500 shares against the resolution.



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Practising Company Secretary

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amrita.nautiyal@gmail.com

**Resolution No. 4**

To ratify 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 23<sup>rd</sup> Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors.

(i) Voted in favour of the resolution:		
Number of members present and voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
100	48,08,70,298	99.9999

(ii) Voted against of the resolution:		
Number of members present and voted (in person or proxy)	Number of votes cast by them	% of total number of valid votes cast
3	700	0.0001

(iii) Invalid Votes	
Number of members (in person or proxy) whose votes were declared invalid	Number of votes cast by them
2	108

The above resolution was passed with requisite majority.




# Amrita D.C. Nautiyal

Practising Company Secretary

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- All the relevant records of remote e-voting and voting through physical ballots will remain in my safe custody until the Chairman considers, approves and signs the minutes of the nineteenth Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.
- You may accordingly declare the consolidated result of the voting through physical ballots and remote e-voting.

Thanking you,  
Yours faithfully,

  
  
Amrita D.C. Nautiyal  
(Practising Company Secretary)  
Scrutiner

FCS – 5079  
CP – 7989

Place: Pipavav  
Date: 20<sup>th</sup> August, 2016

For Reliance Defence and Engineering Limited



Chairman of the 19<sup>th</sup> Annual General Meeting

Place: Pipavav  
Date : 20<sup>th</sup> August, 2016.