



ASHOK LEYLAND DEFENCE SYSTEMS LIMITED

Registered office: No.1, Sardar Patel Road, Guindy, Chennai - 600 032

CIN: U34200TN2008PLC080987 **Phone:** 044 2220 6000 **Fax:** 044 2220 6001

Website: www.ashokleylanddefencesystems.com **E-mail:** defencesystems@ashokleyland.com

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Eighth Annual General Meeting of Ashok Leyland Defence Systems Limited will be held at the Registered Office of the Company at No. 1, Sardar Patel Road, Guindy, Chennai - 600 032 on Tuesday, August 23, 2016 at 10.30 am to transact the following business:

Ordinary Business:

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED** that the audited balance sheet as at March 31, 2016, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended on that date together with the Boards' report and the auditors' report thereon as circulated to the members and presented to the meeting be and the same are hereby approved and adopted."

2. To appoint a Director in place of Mr. Gopal Mahadevan (**DIN:** 01746102) who retires by rotation and, being eligible, seeks re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED** that M/s Sathish Srinivasan Associates, Chartered Accountants, Chennai (Registration No. 008927S), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General meeting till the conclusion of the next Annual General meeting on a remuneration of Rs.40,000 excluding service tax as applicable from time to time, in addition to reimbursement of service tax, travelling and actual out-of-pocket expenses incurred."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE SCHEDULED COMMENCEMENT OF THE MEETING. ONLY DULY COMPLETED, SIGNED AND STAMPED PROXY WILL BE CONSIDERED VALID.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case of a Member who is holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Route Map for the venue of the AGM is enclosed.
4. Details regarding re-appointment of the Director as required under Secretarial Standards-2 are given as an annexure.

Registered Office:
No.1, Sardar Patel Road,
Guindy, Chennai- 600 032

Chennai
May 5, 2016

By the Order of the Board


V Anchana
Company Secretary

Details of Director seeking re-appointment at the Annual General Meeting

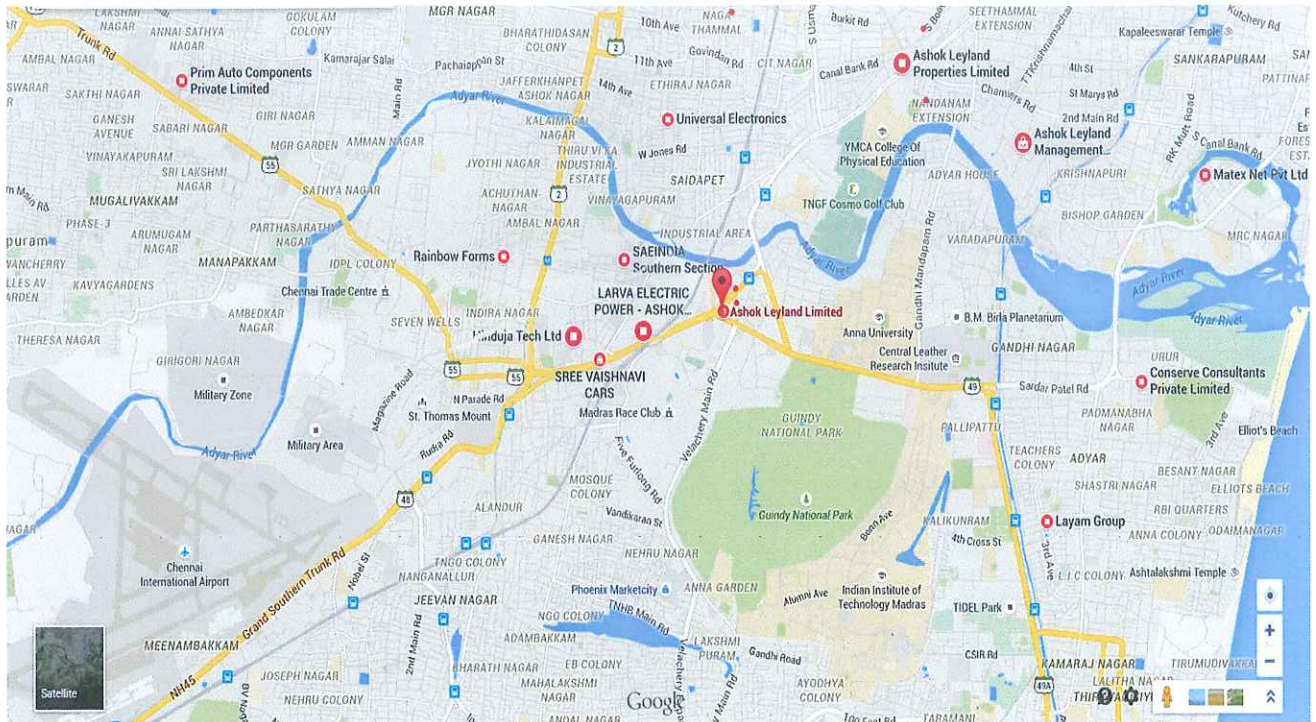
Name of the Director	Mr. Gopal Mahadevan
Date of Birth and Age	May 20, 1966, 50 years
Date of Appointment	March 13, 2014
Expertise in Specific functional area	Over 25 years' experience in Finance across a variety of industries. Having started his career with the TTK Group, he had stints with the Sanmar Group, Sify, Amara Raja Batteries and Thermax.
Qualifications	Chartered Accountant and Company Secretary
Remuneration sought to be paid	Nil
Shareholding in the Company	Nil
Number of meetings of the Board attended during the year	4
Board Membership of other Companies	<ol style="list-style-type: none">i. Ashok Leyland Nissan Vehicles Ltdii. Nissan Ashok Leyland Technologies Ltdiii. Ashok Leyland John Deere Construction Equipment Company Private Ltdiv. Ashok Leyland UAE LLCv. Optare Plc, UKvi. Lanka Ashok Leyland Limitedvii. Hinduja Tech Limitedviii. Hinduja Leyland Finance Limitedix. Nissan Ashok Leyland Powertrain Limitedx. Hinduja Housing Finance Limitedxi. Ashok Leyland Nigeria Limitedxii. Ashok Leyland (Chile) S.A.

Chairmanships/Memberships of
Committees of other Companies

- i. Hinduja Tech Limited**
 1. Audit Committee
 2. Operating Committee
- ii. Ashok Leyland Nissan Vehicles Limited**
 1. Audit Committee
 2. Nomination and Remuneration Committee
 3. Corporate Social Responsibility Committee*
- iii. Nissan Ashok Leyland Technologies Limited**
 1. Audit Committee
 2. Nomination and Remuneration Committee
 3. Corporate Social Responsibility Committee
- iv. Lanka Ashok Leyland Limited**
 1. Audit Committee*
- v. Optare Plc, UK**
 1. Audit Committee
- vi. Hinduja Leyland Finance Limited**
 1. Audit Committee
 2. Share Allotment Committee
- vii. Ashok Leyland John Deere Construction Equipment Company Private Limited**
 1. Audit Committee
- viii. Nissan Ashok Leyland Powertrain Limited**
 1. Audit Committee*
 2. Nomination and Remuneration Committee
 3. Corporate Social Responsibility Committee

**Chairman of the Committee*

Route Map



Landmark- Near ITC Grand Chola

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**EIGHTH ANNUAL GENERAL MEETING
 ADMISSION SLIP**

PLEASE COMPLETE THE SLIP AND
 HAND IT OVER AT THE ENTRANCE OF
 THE MEETING HALL

NAME & ADDRESS OF THE MEMBER

I hereby record my presence at the eighth ANNUAL GENERAL MEETING of the Company, at Registered Office of the Company at No. 1, Sardar Patel Road, Guindy, Chennai - 600 032 at 10.30 am on Tuesday, August 23, 2016

Name of the shareholder / proxy *	Signature of the shareholder / proxy *

*Strikeout whichever is not applicable

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 ASHOK LEYLAND DEFENCE SYSTEMS LIMITED
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EIGHTH ANNUAL GENERAL MEETING

PROXY FORM (MGT – 11)

Folio No. Depository A/c No
 I / We being the member(s) of, shares of the above named company hereby appoint

1.Name	2.Name	3.Name
Address	Address	Address
e-mail id	e-mail id	e-mail id
Signature Or failing him/her	Signature Or failing him/her	Signature Or failing him/her

as my / our proxy to attend and vote.(on a poll) for me/us and on my/our behalf at the eighth Annual General Meeting of the Company to be held on Tuesday, August 23, 2016 at the Registered Office of the Company at No. 1, Sardar Patel Road, Guindy, Chennai - 600 032 and at any adjournment thereof in respect of such resolutions, as are indicated overleaf.

Signed this _____ day of _____ 2016

Affix
Revenue

Name: _____

Registered Address: _____

Signature of the Proxy

Signature: _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. The proxy need not be a Member of the Company.

Please see overleaf

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S.No	Resolutions :
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Ordinary Business:

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| 1. | To receive, consider and adopt the Standalone and consolidated Audited financial statements of the Company for the financial year ended March 31, 2016, the Reports of the Board of Directors and the Auditors thereon. |
| 2. | To appoint a Director in place of Mr. Gopal Mahadevan (DIN: 01746102) who retires by rotation and being eligible offers himself for re-appointment. |
| 3. | To re-appoint M/s Sathish Srinivasan Associates as Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting. |