

ASHOK LEYLAND DEFENCE SYSTEMS LIMITED

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

CIN: U34200TN2008PLC080987 **T:** 044 2220 6000 **F:** 044 2220 6001

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

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Ashok Leyland Defence Systems Limited will be held on Thursday, March 10, 2016 at 10.30 a.m. at No. 1, Sardar Patel Road, Guindy, Chennai – 600 032 to transact the following business:

SPECIAL BUSINESS

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

RESOLVED that pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the Rules framed thereunder, and such other approvals as may be required, the Authorised Share Capital of the Company be and is hereby re-classified and increased from Rs.50,000,000 (Rupees Five Crores only) consisting of 5,000,000 (fifty lakhs only) equity shares of Rs.10/- each to Rs.130,000,000 (Rupees Thirteen Crores only) consisting of 10,00,000 (ten lakhs only) equity shares of Rs.10/- each and 12,000,000 (one crore twenty lakhs only) 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.10 each.

RESOLVED FURTHER that, the existing Clause V of Memorandum of Association of the Company be substituted with the following new clause V:

V. The Authorised Share Capital of the Company is Rs.130,000,000/- (Rupees Thirteen Crores only) divided into 1,000,000 equity shares of Rs.10/- each and 12,000,000 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.10/- each, with the power to Board from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being permitted by the Articles of Association of the Company or the legislative provisions for the time being.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary or desirable, including without limitation, to settle any question, difficulty or doubt that may arise in this regard.

ASHOK LEYLAND DEFENCE SYSTEMS LIMITED

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

CIN: U34200TN2008PLC080987 **T:** 044 2220 6000 **F:** 044 2220 6001

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

2. **To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:**

RESOLVED that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, the existing Article 3 of the Articles of Association of the Company be substituted with the following new Article 3:

3. The authorised Share capital of the Company shall be such amount as stated in Clause V of the Memorandum or as altered there at, from time to time.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary or desirable, including without limitation, to settle any question, difficulty or doubt that may arise in this regard.

3. **To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:**

RESOLVED that pursuant to the provisions of Section 42 and 55 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any amendments thereto or re-enactment thereof, for the time being in force), subject to such other approval(s) as may be required in this regard from statutory authorities, consent of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot in one or more tranches 12,000,000 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.10/- each (NCNCRPS) for cash at par to M/s. Ashok Leyland Limited subject to the following terms and conditions:

- The NCNCRPS will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment in case of winding up or repayment of capital.
- The payment of dividend will be on Non-cumulative basis.
- The NCNCRPS shall be non-convertible, but can be redeemed at any time before the end of 15 years.
- The voting rights of the persons holding the said shares shall be in accordance with the provisions of Section 47 of the Companies Act, 2013.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and

ASHOK LEYLAND DEFENCE SYSTEMS LIMITED

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


CIN: U34200TN2008PLC080987 T: 044 2220 6000 F: 044 2220 6001

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

things as it may in its absolute discretion, deem necessary or desirable, including without limitation, to settle any question, difficulty or doubt that may arise in this regard.

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

By the Order of the Board


S Raja
Authorised Signatory

Chennai
January 28, 2016

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS GENERAL MEETING 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. In terms of the requirements of the Secretarial Standards - 2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved and notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of details relating to Special Business is furnished below.

ASHOK LEYLAND DEFENCE SYSTEMS LIMITED

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

CIN: U34200TN2008PLC080987 **T:** 044 2220 6000 **F:** 044 2220 6001

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

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item 1 and 2

The present Authorised Share Capital of the Company is Rs.50,000,000 (Rupees Five Crores only) consisting of 5,000,000 (fifty lakhs only) equity shares of Rs.10/- each. The Board of Directors at their meeting held on January 28, 2016 has approved to raise capital by issuance of preference shares. In view of the above the Authorised Share Capital of the Company is re-classified and increased from Rs.50,000,000 (Rupees Five Crores only) consisting of 5,000,000 (fifty lakhs only) equity shares of Rs.10/- each to Rs.130,000,000 (Rupees Thirteen Crores only) consisting of 10,00,000 (ten lakhs only) equity shares of Rs.10/- each and 12,000,000 (one crore twenty lakhs only) 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.10 each.

Consequent to the re-classification and increase of Authorised Share Capital, the Authorised Share Capital Clause contained in Clause V a) of the Memorandum of Association and Article -- of the Articles of Association of the Company need to be altered as indicated in Resolution Nos.1&2 respectively contained in the Notice convening the EGM.

Section 13 and Section 14 read with Section 61 of the Companies Act 2013 requires a Company to obtain the approval of shareholders in a general meeting to reclassify and increase the Authorised Share capital and consequently alter MOA and AOA of the Company.

The Directors recommend the Resolution at Item No.s 1 and 2 of the accompanying Notice, for the approval of the Members of the Company by way of an Ordinary and Special Resolution.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution

Item 3

The Board of Directors at its meeting held on January 28, 2016, has approved the offer and issuance of Rs.12,000,000 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.10/- each to Ashok Leyland Limited on private placement basis.

Pursuant to the provisions of Section 41 and Section 55 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed there under, prior approval of the Shareholders, by way of a Special Resolution for issuance of preference shares is required to be obtained. Accordingly, the approval of the Members is

ASHOK LEYLAND DEFENCE SYSTEMS LIMITED

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

CIN: U34200TN2008PLC080987 **T:** 044 2220 6000 **F:** 044 2220 6001

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

being sought to offer and issue, in one or more tranche(s), 6% Non-Cumulative Non-Convertible Redeemable Preference Shares ('NCNCRPS') at par on preferential basis to M/s Ashok Leyland Limited.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the NCNCRPS, are as under:

The size of the issue and the number of preference shares to be issued and nominal value of each share.	6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.10/- each aggregating to Rs.12,000,000/-.		
The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating , convertible or non – convertible.	Non-Cumulative, non-participating, Non-Convertible, Redeemable Preference Shares.		
The objectives of the issue;	To fund the business requirements of the Company.		
The manner of issue of shares	Private placement/preferential issue basis.		
The price at which such shares are proposed to be issued;	At par		
The basis on which the price has been arrived at;	Not applicable as shares are being issued at par		
The terms of issue, including terms and rate of dividend on each share, etc.;	The shares shall carry 6% dividend on non-cumulative basis.		
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;	Shall be redeemed at any time before the end of fifteen years from the issue.		
Manner and modes of redemption.	Redemption shall be out of profit and/or out of fresh issue of shares made for the purposes of redemption.		
The current shareholding pattern of the company;	Category	No of shares	% of Capital
	Promoter- Indian		
	M/s Aasia Enterprises Private Limited	50,000	74%
	M/s Ashok Leyland	17,500	26%

ASHOK LEYLAND DEFENCE SYSTEMS LIMITED

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

CIN: U34200TN2008PLC080987 T: 044 2220 6000 F: 044 2220 6001

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

	Limited jointly with individuals		
	Total	67500	100%
the expected dilution in equity share capital upon conversion of preference shares.	Not applicable		

The issue of NCNCRPS is in accordance with the provisions of the Articles of Association of the Company.

The Directors recommend the Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company by way of a Special Resolution.

None of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution

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

By the Order of the Board


S Raja

Authorised Signatory

Chennai
January 28, 2016

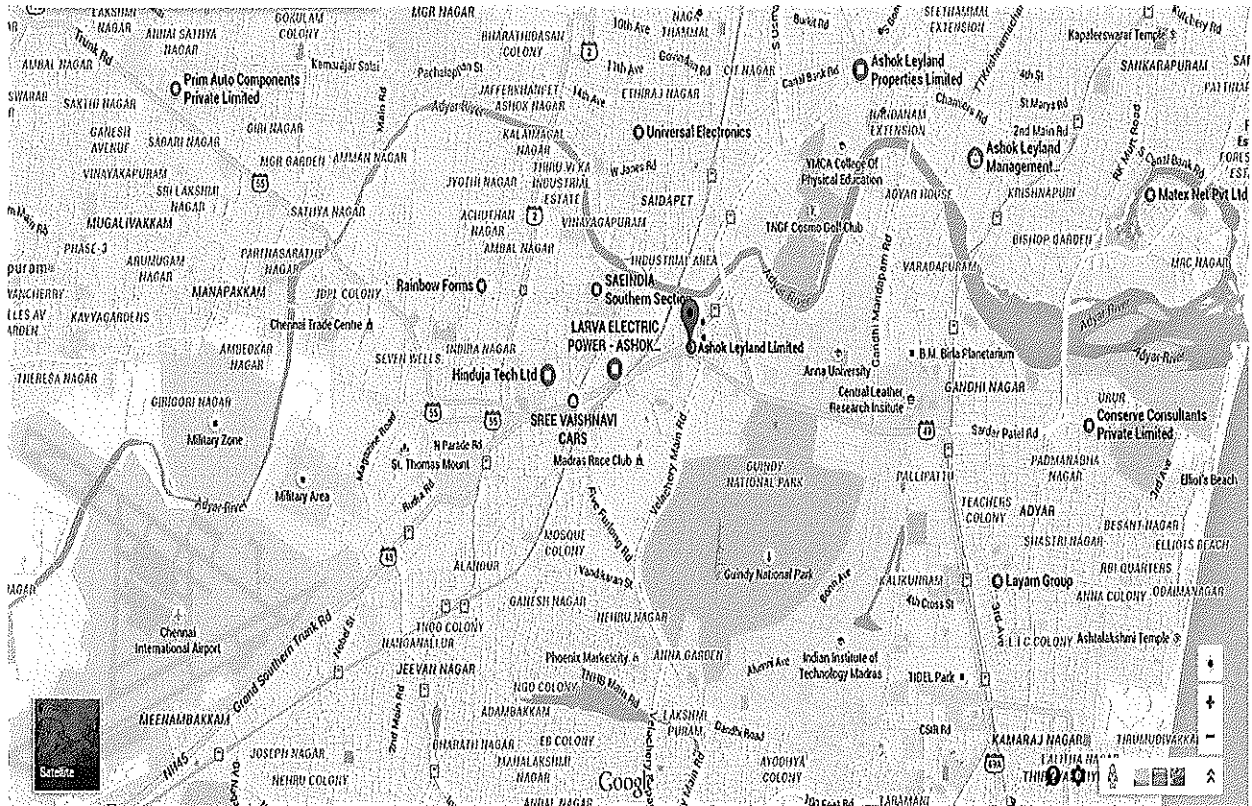
ASHOK LEYLAND DEFENCE SYSTEMS LIMITED

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

CIN: U34200TN2008PLC080987 T: 044 2220 6000 F: 044 2220 6001

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

Route Map



ASHOK LEYLAND DEFENCE SYSTEMS LIMITED

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

CIN: U34200TN2008PLC080987 **T:** 044 2220 6000 **F:** 044 2220 6001

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

ASHOK LEYLAND DEFENCE SYSTEMS LIMITED

CIN- U34200TN2008PLC080987, Registered Office: No.1, Sardar Patel Road, Guindy, Chennai- 600 032

Tel: +91 44-22206000, Fax: +91 44-2220 6001

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

EXTRA ORDINARY GENERAL MEETING

ADMISSION SLIP

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

NAME & ADDRESS OF THE MEMBER

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company, at No.1, Sardar Patel Road, Guindy, Chennai- 600 032 at 10.30 a.m. on Thursday, March 10, 2016.

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

*Strikeout whichever is not applicable

ASHOK LEYLAND DEFENCE SYSYTEMS LIMITED

CIN- U34200TN2008PLC080987, Registered Office: No.1, Sardar Patel Road, Guindy, Chennai- 600 032

Tel: +91 44-22206000, Fax: +91 44-2220 6001

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

EXTRA ORDINARY 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 Extra Ordinary General Meeting of the Company to be held at No.1, Sardar Patel Road, Guindy, Chennai- 600 032 at 10.30 a.m. on Thursday, March 10, 2016..and at any adjournment thereof in respect of such resolutions, as are indicated overleaf.

Signed this _____ day of _____ 2016

Revenue
Stamp

Name: _____

Signature: _____

Registered Address: _____

Signature of the Proxy

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

ASHOK LEYLAND DEFENCE SYSTEMS LIMITED

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

CIN: U34200TN2008PLC080987 T: 044 2220 6000 F: 044 2220 6001

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

S.No	Resolutions :
1.	Issue of Preference shares
2.	To increase the Authorised capital from Rs 5 crore to Rs 13 crore and Alteration of MOA.
3.	Articles of Association