



**ASHOK LEYLAND
D E F E N C E**

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 an Extraordinary 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 Monday, October 31, 2016 at 10.15 am to transact the following business:

1. Appointment of Mr. Amandeep Singh as a Director

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

“RESOLVED that pursuant to the provisions Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Amandeep Singh (DIN: 07613446) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on August 16, 2016 and whose term of office expires at this General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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

Chennai
August 16, 2016

By the Order of the Board


V Anchana
Company Secretary

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS EXTRAORDINARY 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 FORTY EIGHT 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 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. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purposes.
4. Route Map for the location of the EGM is enclosed.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of details relating to Special Business is given herein below.

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

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the businesses mentioned in the accompanying Notice.

Item no. 1

The Board of Directors at their meeting held on August 16, 2016 appointed Mr. Amandeep Singh (DIN: 07613446) as an Additional Director of the Company subject to obtaining of Director Identification Number (DIN). In terms of Section 161(1) of the Companies Act, 2013 (Act), Mr. Amandeep Singh holds office upto the date of this General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of the Director.

Mr. Amandeep Singh, aged 48 years holds MS and MBA in Marketing. Currently, he heads the Defence in Ashok Leyland Limited.

The Board recommends passing of an ordinary resolution as set out in Item no.1 of the Notice for appointment of Mr. Amandeep Singh as a Director, liable to retire by rotation.

Except Mr. Amandeep Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no.1.

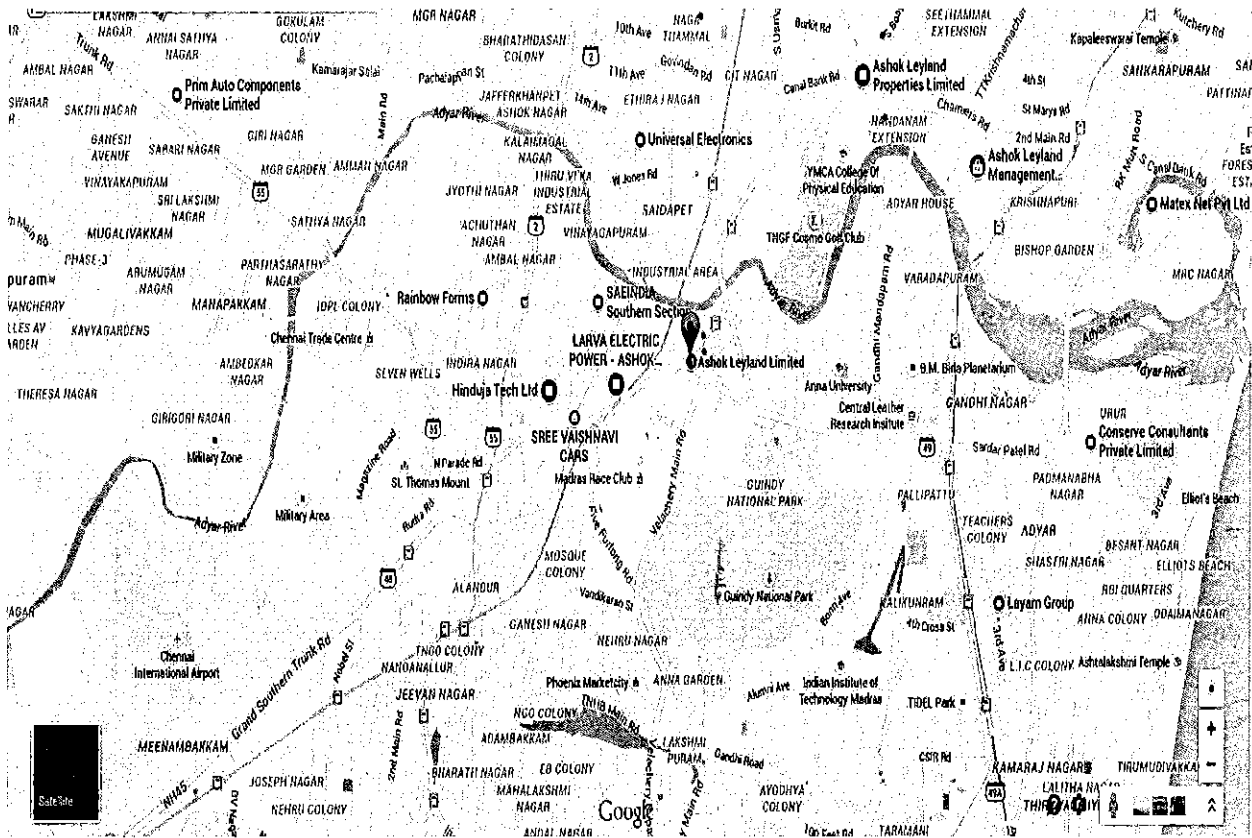
Registered Office:
No.1, Sardar Patel Road
Guindy, Chennai - 600 032

Chennai
August 16, 2016

By the Order of the Board


V Anchana
Company Secretary

Route Map



Landmark: Near ITC Grand Chola

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

Annexure**Details regarding appointment of the Directors under Secretarial Standards-2**

Name of the Director	Mr. Amandeep Singh
Date of Birth and Age	September 22, 1968, 48 years
Date of Appointment	August 16, 2016
Expertise in functional area	Rich experience in Automobile field
Qualification	MS, MBA in Marketing
Board Membership of Companies	Nil
Chairman/Member of the Committee of the Board of Directors	Nil
Number of shares held in the Company	Nil
Remuneration paid/sought to be paid by the Company	Nil
Relationship with other Directors and Key Managerial Personnel	Not related
Number of Meetings of the Board attended during the year	Not applicable

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

EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING of the Company, at Registered Office of the Company at No. 1, Sardar Patel Road, Guindy, Chennai - 600 032 at 10.15 am on Monday, October 31, 2016

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

*Strikeout whichever is not applicable

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EXTRAORDINARY 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 Extraordinary General Meeting of the Company to be held at 10.15 am on Monday, October 31, 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

Name: _____

Registered Address: _____

Signature: _____

Affix
Revenue

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

S.No	Resolutions :
Special Business:	
1	Appointment of Mr. Amandeep Singh as a Director