



**ASHOK LEYLAND**

**Aapki Jeet. Hamari Jeet.**

February 28, 2020

National Stock Exchange of India Limited  
Exchange Plaza  
C-1, Block G  
Bandra Kurla Complex  
Bandra (E), Mumbai - 400 051

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

NEAPS

BSE Listing Centre

Scrip Code: ASHOKLEY

Scrip Code No: 500477

Dear Sirs,

**Subject: Details of voting Results: Postal Ballot and remote e-voting**


Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Notice of Postal Ballot dated December 12, 2019, please find enclosed herewith the voting results of the Postal Ballot conducted by the Company for seeking approval of Members of the Company for the: (i) Appointment of Mr. Saugata Gupta as an Independent Director; (ii) Appointment of Mr. Vipin Sondhi as a Director; and (iii) Appointment of Mr. Vipin Sondhi as the Managing Director and Chief Executive Officer of the Company as per the prescribed format along with the Scrutinizer's Report issued by Ms. B Chandra, Partner on behalf of B Chandra & Associates (CP No.:7859), Company Secretaries in Practice, Chennai, the Scrutinizer.

Based on the Scrutinizer's Report, we would like to inform that the ordinary resolutions as set out in the Notice of Postal Ballot dated December 12, 2019, has been duly approved by the Members of the Company with requisite majority.

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,  
for ASHOK LEYLAND LIMITED

  
N Ramahathan  
Company Secretary  
Encl.: a/a

**ASHOK LEYLAND LIMITED**

Registered & Corporate Office: No.1, Sardar Patel Road, Guindy, Chennai - 600 032, India | T : +91 44 2220 6000 | F : +91 44 2220 6001  
CIN - L34101TN1948PLC000105 | www.ashokleyland.com



**HINDUJA GROUP**

|   |                       |
|---|-----------------------|
| Name of the Company   | Ashok Leyland Limited |
| Date of the AGM   | -                     |
| Total number of shareholders on record date                                   | 940801                |
| No. of shareholders present in the meeting either in person or through proxy: | Not applicable        |
| Promoters and Promoter Group:   | Not applicable        |
| Public:   | Not applicable        |
| No. of Shareholders attended the meeting through Video Conferencing           | Not applicable        |
| Promoters and Promoter Group:   | Not applicable        |
| Public  | Not applicable        |

**Agenda-wise disclosure (to be disclosed separately for each agenda item)**

| 1. Appointment of Mr. Saugata Gupta as an Independent Director            |                       |                      |                      |   |                        |                        |                                      |                                    |                 |                    |
|---|-----------------------|----------------------|----------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|-----------------|--------------------|
| Resolution required: (Ordinary/ Special) Resolution No. 1                 |                       |                      |                      |   |                        |                        |                                      |                                    |                 |                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                       |                      |                      |   |                        |                        |                                      |                                    |                 |                    |
| 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 | Invalid votes   | Invalid Vote count |
|   |                       | (1)                  | (2)                  | (3)=[(2)/(1)]*100                       | (4)                    | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |                 |                    |
| Promoter and Promoter Group   | E-voting              | 1500660261           | 1355756197           | 90.34                                   | 1355756197             | 0                      | 100.00                               | 0.00                               |                 |                    |
|   | Poll (Not applicable) |                      | 144904064            | 9.66                                    | 144904064              | 0                      | 0.00                                 | 0.00                               |                 |                    |
|   | Postal Ballot         |                      | 0                    | 0.00                                    | 0                      | 0                      |                                      |                                    |                 |                    |
| Public-Institutions   | E-voting              | 934865760            | 581468545            | 38.75                                   | 558641913              | 22826632               | 96.07                                | 3.93                               | 56172427        | 36                 |
|   | Poll (Not applicable) |                      | 0                    | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |                 |                    |
|   | Postal Ballot         |                      | 0                    | 0.00                                    | 0                      | 0                      |                                      |                                    |                 |                    |
| Public Non-institutions   | E-voting              | 500001255            | 42459021             | 2.83                                    | 42365999               | 93022                  | 99.78                                | 0.22                               | 23200           | 3                  |
|   | Poll (Not applicable) |                      | 0                    | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               | 0               |                    |
|   | Postal Ballot         |                      | 440971               | 0.03                                    | 438171                 | 2800                   | 0.00                                 | 0.00                               | 6482            | 8                  |
| <b>Total</b>  |                       | <b>2,935,527,276</b> | <b>2,125,028,798</b> | <b>72.39</b>                            | <b>2,102,106,344</b>   | <b>22,922,454</b>      | <b>98.92</b>                         | <b>1.08</b>                        | <b>56202109</b> | <b>47</b>          |

| 2. Appointment of Mr. Vipin Sondhi as a Director                          |                       |                      |                      |   |                        |                        |                                      |                                    |                 |                    |
|---|-----------------------|----------------------|----------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|-----------------|--------------------|
| Resolution required: (Ordinary/ Special) Resolution No. 2                 |                       |                      |                      |   |                        |                        |                                      |                                    |                 |                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                       |                      |                      |   |                        |                        |                                      |                                    |                 |                    |
| 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 | Invalid votes   | Invalid Vote count |
|   |                       | (1)                  | (2)                  | (3)=[(2)/(1)]*100                       | (4)                    | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |                 |                    |
| Promoter and Promoter Group   | E-voting              | 1500660261           | 1355756197           | 90.34                                   | 1355756197             | 0                      | 100.00                               | 0.00                               |                 |                    |
|   | Poll (Not applicable) |                      | 144904064            | 9.66                                    | 144904064              | 0                      | 0.00                                 | 0.00                               |                 |                    |
|   | Postal Ballot         |                      | 0                    | 0.00                                    | 0                      | 0                      |                                      |                                    |                 |                    |
| Public-Institutions   | E-voting              | 934865760            | 579039403            | 38.59                                   | 572922311              | 6117092                | 98.94                                | 1.06                               | 56172427        | 36                 |
|   | Poll (Not applicable) |                      | 0                    | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |                 |                    |
|   | Postal Ballot         |                      | 0                    | 0.00                                    | 0                      | 0                      |                                      |                                    |                 |                    |
| Public Non-institutions   | E-voting              | 500001255            | 42460489             | 2.83                                    | 42337390               | 123099                 | 99.71                                | 0.29                               | 23200           | 3                  |
|   | Poll (Not applicable) |                      | 0                    | 0.00                                    | 0                      | 0                      | 0.00                                 | 0.00                               |                 |                    |
|   | Postal Ballot         |                      | 439851               | 0.03                                    | 437601                 | 2250                   | 0.00                                 | 0.00                               | 6482            | 8                  |
| <b>Total</b>  |                       | <b>2,935,527,276</b> | <b>2,122,600,004</b> | <b>72.31</b>                            | <b>2,116,357,563</b>   | <b>6,242,441</b>       | <b>99.71</b>                         | <b>0.29</b>                        | <b>56202109</b> | <b>47</b>          |

| 3. Appointment of Mr. Vipin Sondhi as the Managing Director and Chief Executive Officer of the Company |                       |                      |                      |   |                        |                        |                                      |                                    |                 |                    |
|--|-----------------------|----------------------|----------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|-----------------|--------------------|
| Resolution required: (Ordinary/ Special) Resolution No. 3  |                       |                      |                      |   |                        |                        |                                      |                                    |                 |                    |
| Whether promoter/ promoter group are interested in the agenda/resolution?                              |                       |                      |                      |   |                        |                        |                                      |                                    |                 |                    |
| 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 | Invalid votes   | Invalid Vote count |
|  |                       | (1)                  | (2)                  | (3)=[(2)/(1)]*100                       | (4)                    | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |                 |                    |
| Promoter and Promoter Group  | E-voting              | 1500660261           | 1355756197           | 90.34                                   | 1,355,756,197          | -                      | 100.00                               | 0.00                               |                 |                    |
|  | Poll (Not applicable) |                      | 144904064            | 9.66                                    | 144,904,064            | -                      | 0.00                                 | 0.00                               |                 |                    |
|  | Postal Ballot         |                      | 0                    | 0.00                                    | -                      | -                      |                                      |                                    |                 |                    |
| Public-Institutions  | E-voting              | 934865760            | 579130366            | 38.59                                   | 535,431,461            | 43,698,905             | 92.45                                | 7.55                               | 56172427        | 36                 |
|  | Poll (Not applicable) |                      | 0                    | 0.00                                    | -                      | -                      | 0.00                                 | 0.00                               |                 |                    |
|  | Postal Ballot         |                      | 0                    | 0.00                                    | -                      | -                      |                                      |                                    |                 |                    |
| Public Non-institutions  | E-voting              | 500001255            | 42460387             | 2.83                                    | 42,330,950             | 129,437                | 99.70                                | 0.30                               | 23200           | 3                  |
|  | Poll (Not applicable) |                      | 0                    | 0.00                                    | -                      | -                      | 0.00                                 | 0.00                               |                 |                    |
|  | Postal Ballot         |                      | 440475               | 0.03                                    | 422,996                | 17,479                 | 0.00                                 | 0.00                               | 6482            | 8                  |
| <b>Total</b>   |                       | <b>2,935,527,276</b> | <b>2,122,691,489</b> | <b>72.31</b>                            | <b>2,078,845,668</b>   | <b>43,845,821</b>      | <b>97.93</b>                         | <b>2.07</b>                        | <b>56202109</b> | <b>47</b>          |

FOR ASHOK LEYLAND LIMITED

  
N. RAMANATHAN  
Company Secretary



Report of the Scrutinizer(s)

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014 as amended upto date]

To

The Chairman  
Ashok Leyland Limited  
No. 1, Sardar Patel Road  
Guindy, Chennai - 600 032

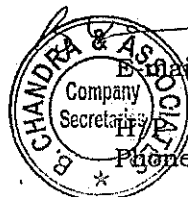
**Subject:** Passing of resolutions contained in the Notice dated December 12th 2019, by means of Postal Ballot in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, ("Rules")

Dear Sir,

I, **B Chandra**, partner of B Chandra & Associates, Practising Company Secretaries having our office at AG3, Ragamaliika, No.26, Kumaran Colony Main Road, Vadapalani, Chennai - 600 026, appointed as Scrutinizer as per the letter dated December 12, 2019 for the purpose of conducting Postal Ballot and remote e-voting for passing Ordinary Resolutions as mentioned elsewhere.

As per the information furnished to us by the Company and after carrying out the scrutiny of the Postal Ballot Forms (both by physical mode and e-voting) received from the members of the Company, it is hereby submitted as under:


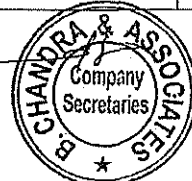
|     |  |
|-----|--|
| 1.1 | The Company, on 27 <sup>th</sup> January 2020 completed despatch of Postal Ballot Forms along with self-addressed postage prepaid Business reply Inland letter card to its Members whose E-mail IDs are not registered with the Company but whose name(s) appeared on the Register of Members/list of beneficiaries as on 10 <sup>th</sup> January 2020. In respect of those members whose E-mail IDs are registered with the Company, the Postal ballot forms along with the Notice and Explanatory Statement were sent by e-mail on the same date through Integrated Registry Management Services Private Limited, the Registrar and Transfer Agent of the Company. Members were also given the option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL), as an alternate, for its Members to |
|-----|--|



|      |  |
|------|--|
|      | enable them to cast their votes electronically instead of responding to Postal Ballot Form physically.   |
| 1.2  | The Public Advertisement with respect to despatch of postal ballot was published on 28th January 2020 in English Newspaper "Business Standard" & on 28th January 2020 in Tamil Newspaper (Vernacular Newspaper) "Dinamani".  |
| 1.3  | In terms of the Public Notice, the last date and time fixed to receive the Postal Ballot Forms from the members was not later than close of working hours on Wednesday, 26 <sup>th</sup> February 2020 (5.00 P.M). In case of E voting, members were requested to cast their votes electronically on or before Wednesday, 26 <sup>th</sup> February 2020 (5.00 P.M).   |
| 1.4  | Particulars of all the postal ballot forms received from the Members physically and votes cast electronically have been entered in a register separately maintained for the purpose.   |
| 1.5  | The postal ballot forms were kept under our safe custody.  |
| 1.6  | The postal ballot forms were duly opened in our presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries as on 10 <sup>th</sup> January 2020 as maintained by the Company. Votes cast by e-voting were matched with the Register of Members of the Company/ list of beneficiaries and checked for duplication viz, voting by both physical and electronic mode. The votes downloaded from the e-Voting system were collated on 26 <sup>th</sup> February 2020 after 5.00 PM. No duplicate votes were found. |
| 1.7  | All postal ballot forms received and votes cast through e-voting upto 5.00 PM on 26 <sup>th</sup> February 2020, the last date and time fixed by the Company for receipt of the forms, were considered for our scrutiny.   |
| 1.8  | No Envelope containing postal ballot forms were received after 5.00 PM on 26 <sup>th</sup> February 2020.  |
| 1.9  | 2077 envelopes containing postal ballot forms were returned undelivered and 50344 notices sent by email bounced.   |
| 1.10 | We did not find any defaced or mutilated ballot papers.  |

2. A summary of the postal ballot forms processed is given below:

| S.No | Resolutions   | Nature of Resolution |
|------|---|----------------------|
| 1    | Appointment of Mr. Saugata Gupta as an Independent Director   | Ordinary             |
| 2    | Appointment of Mr. Vipin Sondhi as a Director   | Ordinary             |
| 3    | Appointment of Mr. Vipin Sondhi as the Managing Director and Chief Executive Officer of the Company | Ordinary             |

By  

The details of the number of postal ballots received, number of e-voting carried out by members and the valid / invalid votes in respect of the above said resolution are given below.

**RESOLUTION 1:**

**POSTAL BALLOT**

| PARTICULARS   | NO  | SHARES/<br>VOTES |
|---|-----|------------------|
| Total postal ballot forms received (including not voted shares)   | 200 | 145364338        |
| Less: Invalid postal ballot forms (as per register)               | 8   | 6482             |
| Net valid postal ballot forms/ No. of votes (as per register)     | 192 | 145357856        |
| Postal Ballot forms/ Not voted                                    | 14  | 12821            |
| Postal ballot forms / No. of votes with assent to the Resolution  | 172 | 145342235        |
| Postal ballot forms / No. of votes with dissent to the Resolution | 6   | 2800             |

**EVOTING**

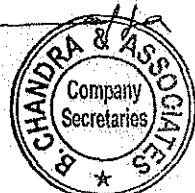
| PARTICULARS                             | NO   | SHARES/ VOTES |
|---|------|---------------|
| Total count                             | 2954 | 2035879390    |
| Invalid votes *                         | 39   | 56195627      |
| Valid votes                             | 2915 | 1979683763    |
| Total votes – Assent to the resolution  | 2720 | 1956764109    |
| Total votes – Dissent to the resolution | 195  | 22919654      |

**\*Notes**

Votes cast by 39 members holding 56195627 shares through evoting constituting 2.76% of the total votes cast were made invalid due to lack of documents.

**SUMMARY**

| Particulars                             | IN NOS. | shares     | IN % to total valid votes |
|---|---------|------------|---------------------------|
| Total votes – Assent to the resolution  | 2892    | 2102106344 | 98.921                    |
| Total votes – Dissent to the resolution | 201     | 22922454   | 1.079                     |
| TOTAL                                   | 3093    | 2125028798 | 100.000                   |

BCA  


Since the votes cast in favor are more than the number of votes cast against, I hereby report that the above said resolution is passed as an Ordinary resolution.

## RESOLUTION 2

### POSTAL BALLOT

| PARTICULARS   | NO  | SHARES/ VOTES |
|---|-----|---------------|
| Total postal ballot forms received (including not voted shares)   | 200 | 145364838     |
| Less: Invalid postal ballot forms (as per register)               | 8   | 6482 ✓        |
| Net valid postal ballot forms/ No. of votes (as per register)     | 192 | 145358356     |
| Postal Ballot forms/ Not voted                                    | 17  | 14441         |
| Postal ballot forms / No. of votes with assent to the Resolution  | 172 | 145341665 ✓   |
| Postal ballot forms / No. of votes with dissent to the Resolution | 3   | 2250 ✓        |

### EVOTING

| PARTICULARS                             | NO   | SHARES/ VOTES |
|---|------|---------------|
| Total count                             | 2934 | 2033451716    |
| Invalid votes *                         | 39   | 56195627 ✓    |
| Valid votes                             | 2895 | 1977256089    |
| Total votes - Assent to the resolution  | 2721 | 1971015898 ✓  |
| Total votes - Dissent to the resolution | 174  | 6240191 ✓     |

\*Notes

Votes cast by 39 members holding 56195627 shares through evoting constituting 2.76% of the total votes cast were made invalid due to lack of documents.

### SUMMARY

| Particulars                             | IN NOS. | shares       | IN % to total valid votes |
|---|---------|--------------|---------------------------|
| Total votes - Assent to the resolution  | 2893    | 2116357563 ✓ | 99.706                    |
| Total votes - Dissent to the resolution | 177     | 6242441 ✓    | 0.294                     |
| TOTAL                                   | 3070    | 2122600004 ✓ | 100.000                   |

Since the votes cast in favor are more than the number of votes cast against, I hereby report that the above said resolution is passed as an Ordinary resolution.

*B. U.*



### RESOLUTION 3

#### POSTAL BALLOT

| PARTICULARS   | NO  | SHARES/<br>VOTES |
|---|-----|------------------|
| Total postal ballot forms received (including not voted shares)   | 200 | 145364338        |
| Less: Invalid postal ballot forms (as per register)               | 8 ✓ | 6482 ✓           |
| Net valid postal ballot forms/ No. of votes (as per register)     | 192 | 145357856        |
| Postal Ballot forms / Not voted                                   | 14  | 13317            |
| Postal ballot forms / No. of votes with assent to the Resolution  | 167 | 145327060 ✓      |
| Postal ballot forms / No. of votes with dissent to the Resolution | 11  | 17479            |

#### EVOTING

| PARTICULARS                             | NO   | SHARES/ VOTES |
|---|------|---------------|
| Total count                             | 2946 | 2033542577    |
| Invalid votes *                         | 39 ✓ | 56195627 ✓    |
| Valid votes                             | 2907 | 1977346950    |
| Total votes - Assent to the resolution  | 2720 | 1933518608 ✓  |
| Total votes - Dissent to the resolution | 187  | 43828342      |

\*Notes

Votes cast by 39 members holding 56195627 shares through evoting constituting 2.76% of the total votes cast were made invalid due to lack of documents.

#### SUMMARY

| Particulars                             | IN NOS. | shares       | IN % to total valid votes |
|---|---------|--------------|---------------------------|
| Total votes - Assent to the resolution  | 2887    | 2078845668 ✓ | 97.934                    |
| Total votes - Dissent to the resolution | 198     | 43845821 ✓   | 2.066                     |
| TOTAL                                   | 3085    | 2122691489 ✓ | 100.000                   |

Since the votes cast in favor are more than the number of votes cast against, I hereby report that the above said resolution is passed as an Ordinary resolution.



3. I have sealed and handed over the Postal Ballot Forms, the data sheet relating to e-voting and other related papers/registers, records to the Company Secretary/Director authorized by the Board for safe keeping.
4. You may accordingly declare the result of the voting by Postal Ballot and e-voting.

Thanking you,

Yours faithfully,

*B Chandra*



B Chandra

Partner

For B CHANDRA & ASSOCIATES

Company Secretaries in Practice

CP No. 7859

Place: Chennai

UDIN: A020879A000579008