

January 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

Scrip Code : ASHOKLEY

Scrip Code : 500477

Through : NEAPS

Through: BSE Listing Centre

Dear Sir/Madam,

Sub: Regulation 30 (Disclosure of events or information) - Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Seeking shareholders' approval through Postal Ballot/e-voting

Further to our letters dated November 8, 2019 intimating the Stock Exchanges regarding appointment of Directors and on December 12, 2019 regarding the appointment of Managing Director and Chief Executive Officer of the Company and pursuant to Regulation 30 of SEBI Listing Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice and the Postal Ballot Form.

The Postal Ballot Notice, along with other documents as required, was sent to the Member(s) on January 27, 2020 whose names appeared on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, January 10, 2020 (cut-off date) seeking approval of the members by way of ordinary resolutions for the businesses as set out in the Notice.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all the Members. The voting through postal ballot and through e-voting will commence from Tuesday, January 28, 2020 from 9.00 a.m. (IST) and shall end on Wednesday, February 26, 2020 5 p.m. (IST). The results of voting by Postal Ballot (including voting through electronic means) shall be announced to the Stock Exchanges on Friday, February 28, 2020.

The Postal Ballot Notice along with explanatory statement, instructions for e-voting and Postal Ballot Form are also available on the website of the Company: www.ashokleyland.com

We request you to kindly take the same on record.

Thanking You,

Yours faithfully,

for ASHOK LEYLAND LIMITED



N Ramanathan
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



ASHOK LEYLAND

Aapki Jeet. Hamari Jeet.

ASHOK LEYLAND LIMITED

Registered Office: No. 1, Sardar Patel Road, Guindy, Chennai - 600 032
CIN: L34101TN1948PLC000105 T: + 91 44 2220 6000 F: + 91 44 2220 6001
Website: www.ashokleyland.com E-mail ID: secretarial@ashokleyland.com

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Management and Administration) Rules, 2014, ("Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the special businesses set out below and proposed to be passed by the members of Ashok Leyland Limited ("Company"), by means of Ordinary Resolutions through the process of Postal Ballot including voting by electronic means ("e-voting").

An Explanatory Statement under Section 102(1) of the Act setting out the required material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed.

The Board of Directors of the Company has appointed B Chandra & Associates, Practising Company Secretaries, Chennai (Firm Reg. No.: P2017TN065700) as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot or through e-voting are requested to carefully read the instructions indicated in the Notice and return the Postal Ballot Form in original duly filled in and signed along with your vote, as Assent (FOR) or Dissent (AGAINST) for the said resolutions in the enclosed postage prepaid self-addressed, Business Reply Inland Letter Card (BRILC), so as to reach the Scrutinizer on or before 5.00 p.m. (IST) on Wednesday, February 26, 2020. If any Postal Ballot Form is received after 5.00 p.m. on Wednesday, February 26, 2020, it will be considered that no reply from such member has been received and such Postal Ballot Form would not be considered. In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is also offering facility of e-voting to all its members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes to this Postal Ballot Notice for casting of votes by e-voting.

The Scrutinizer will submit her report to the Chairman of the Company or any authorised person of the Company after completion of the scrutiny of the Postal Ballot Forms and e-voting and the results of the Postal Ballot (including voting through electronic means) will be announced on February 28, 2020 at the Company's Registered Office. The said results would be displayed at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.ashokleyland.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.

SPECIAL BUSINESS

1) Appointment of Mr. Saugata Gupta as an Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the recommendation of the Nomination and Remuneration Committee, applicable provisions of the Companies Act, 2013, ("Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Saugata Gupta (DIN: 05251806), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 8, 2019, in terms of Section 161 of the Act, who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Saugata Gupta, who meets the criteria for independence as provided in Section 149(6) of the Act, read with the rules made thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years commencing November 8, 2019 to November 7, 2024, not liable to retire by rotation, be and is hereby approved."

2) Appointment of Mr. Vipin Sondhi as a Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the recommendation of the Nomination and Remuneration Committee, applicable provisions of the Companies Act, 2013, ("Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Vipin Sondhi (DIN: 00327400), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 8, 2019, in terms of Section 161 of the Act being eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

3) Appointment of Mr. Vipin Sondhi as the Managing Director and Chief Executive Officer of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (“Board”) and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act and Article 142 of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Vipin Sondhi (DIN:00327400) as the Managing Director and Chief Executive Officer (“MD&CEO”) of the Company, not liable to retire by rotation, for a period of five years from December 12, 2019 to December 11, 2024, on the payment of remuneration and other terms and conditions as set out below:

A. FIXED COMPENSATION

Basic Salary, Allowances, Retiral benefits, etc., not exceeding Rs.7,50,00,000/- (Rupees Seven Crore Fifty Lakhs only) per annum with liberty to the Nomination and Remuneration Committee and the Board to alter and vary the terms and conditions of the fixed compensation in such manner as may be agreed between the Company and the MD&CEO.

Annual increments will be decided and approved by the Nomination and Remuneration Committee and the Board, based on the performance of MD&CEO and the Company.

B. ANNUAL PERFORMANCE PAY

The target Annual Performance Pay shall be Rs.7,50,00,000/- (Rupees Seven Crore Fifty Lakhs only). Annual Performance Pay is based on the performance of the Company as well as contributions made by the MD&CEO, as may be decided by the Nomination and Remuneration Committee and the Board. 100% of the Annual Performance Pay is payable at achievement of targets. Substantial outperformance may lead to payment of upto 150% of the target amount.

C. OTHER TERMS

- a) In addition to the above, MD&CEO will be entitled to residential security, Company owned/leased and maintained cars with drivers, and reimbursement of non-domiciliary medical expenses for family and dependent parents. Based on mutual convenience, the Company may choose reimbursement of cost of drivers and security at the residence.
- b) Club fee, other perquisites, allowances, insurance, retiral benefits including Gratuity and Provident Fund, etc., shall be as applicable to the Senior management personnel of the Company.
- c) For the purpose of calculating the perquisites and allowances, these shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company in providing such perquisites and allowances.
- d) No sitting fee for meetings of the Board or Committees thereof attended by him during his tenure as MD&CEO.
- e) Such number of stock options as may be granted and recommended by the Nomination and Remuneration Committee from time to time.

D. OVERALL REMUNERATION

The Nomination and Remuneration Committee/Board as it may in its absolute discretion deem fit, revise the remuneration payable to MD&CEO, during any financial year, during the currency of the tenure of office of MD&CEO, in such manner as may be agreed to between the Nomination and Remuneration Committee/Board and MD&CEO, subject to the condition that the remuneration by way of salary, perquisites, annual performance pay, allowances and other benefits, shall be within the limits permissible under Section 197, read with Schedule V of the Act.

E. MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits, or its profits are inadequate, the Company will pay to the MD& CEO, remuneration as specified above in paras A, B and C.

RESOLVED FURTHER that for the purpose of giving effect to the foregoing resolutions, the Nomination and Remuneration Committee/ Board be and are hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office:

No. 1, Sardar Patel Road
Guindy, Chennai - 600 032
CIN: L34101TN1948PLC000105
Tel: +91 44 2220 6000 Fax: +91 44 2220 6001
E-mail: secretarial@ashokleyland.com
Website: www.ashokleyland.com

December 12, 2019
Chennai

By Order of the Board of Directors

Sd/-
N Ramanathan
Company Secretary

Notes:

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out the material facts concerning the businesses to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment is annexed.
2. The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, January 10, 2020 (cut-off date). The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”). For Member(s) whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self-addressed BRILC.
3. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of voting/e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by NSDL and the business may be transacted through such voting. The instructions for e-voting are annexed to this Notice. The e-voting period shall commence on Tuesday, January 28, 2020 from 9.00 a.m. (IST) and shall end on Wednesday, February 26, 2020 5 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
5. Member(s) desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed BRILC. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed BRILC. The duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. (IST) on Wednesday, February 26, 2020 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.
6. Postal Ballot Form should be completed and signed by the Member(s) as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
7. The consent must be accorded by recording the assent in the column ‘FOR’ and dissent in the column ‘AGAINST’ by placing (v) in the appropriate column.
8. A Member cannot exercise his/her vote through proxy on Postal Ballot.
9. There will be only one Postal Ballot Form for every Client ID/Folio No. irrespective of the number of joint holders.
10. The Member can opt for only one mode of voting i.e., either by Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot forms will be treated as invalid.
11. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, January 10, 2020.
12. The resolution, if passed by the requisite majority of the Members through Postal Ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.
13. The Board of Directors of the Company (“the Board”), has appointed B Chandra & Associates, Practising Company Secretaries, Chennai (Firm Reg. No.: P2017TN065700) as the Scrutinizer, for conducting the said Postal Ballot and e-voting process in a fair and transparent manner.
14. Relevant documents referred to in the Postal Ballot Notice and the Statement are available for inspection by the Members at the Registered Office of the Company during 11 a.m. to 5 p.m. on all working days (Monday-Friday) from the date of dispatch of the Notice till the last date for voting.
15. Members may also note that the Postal Ballot Notice and Postal Ballot Form are available on the Company’s website www.ashokleyland.com and on the website of NSDL www.evoting.nsdl.com for download. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the Members may also send requests to the Company’s investor email id: secretarial@ashokleyland.com.
16. You are requested to update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
17. **The instructions for e-voting are as under:**
Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:**How to Log-in to NSDL e-Voting website?**

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- (iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

(v) Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

(vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

(vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(viii) Now, you will have to click on "Login" button.

(ix) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- (i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- (ii) After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- (iii) Select "EVEN" of Company.
- (iv) Now you are ready for e-Voting as the Voting page opens.
- (v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- (vi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (vii) You can also take the printout of the vote cast by you by clicking on the print option on the confirmation page.
- (viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- (i) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to scrutiniserbc@gmail.com with a copy marked to evoting@nsdl.co.in.
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013

As required under Section 102 read with Section 110 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special businesses mentioned in the accompanying Notice.

Item No.1:

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Saugata Gupta (DIN:05251806) as an Additional Director and as an Independent Director, not liable to retire by rotation, for a term of five years from November 8, 2019 to November 7, 2024, subject to approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director. The Company has received declarations from Mr. Saugata Gupta to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and not disqualified from being appointed as Director in terms of Section 164 of the Act. In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Saugata Gupta has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Saugata Gupta fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the members at the Registered Office of the Company during 11 A.M. to 5 P.M. on all working days (Monday-Friday) till the last date for voting.

A brief profile of Mr. Saugata Gupta ("Mr. Saugata") is given below:

Mr. Saugata serves as MD and CEO at Marico Limited and he is responsible for driving its growth and operations both nationally and internationally. He has helped transform Marico Limited into a high performing business with a commitment to sustainable development. In seeking to win amongst consumers, he has taken the company forward in developing top quartile capability and processes while continuing to focus on best in class governance and risk management.

Mr. Saugata joined Marico Limited in January 2004 as Head of Marketing and was elevated to CEO of the India business in 2007. In April 2013, Marico Limited restructured its Consumer Product Business in India and International Business Group under Mr. Saugata's leadership as CEO of Marico Limited, the unified FMCG business. Thereafter, in March 2014, he was appointed the Managing Director of Marico Limited.

Under his leadership, Marico Limited has won several accolades and prestigious awards. Marico Limited is among the Top 25 Best Workplaces in Asia, among the Best 25 Workplaces in Manufacturing in India and among India's Top 50 Best Companies to Work for as per Great Place to Work Institute. Marico has also been ranked among the Top 10 in corporate governance among all constituent companies of the S&P BSE 100 Index and conferred the Best Domestic Company on Corporate Governance recognition by Asiamoney.

Mr. Saugata was ranked #4 and #47 in the FMCG sector and Pan-India respectively in the Business Today-PWC list of India's Top 100 CEOs in 2017 and was ranked as 'India's Most Valuable CEOs' by BW Business World in 2016 and 2018.

Mr. Saugata is a chemical engineer from Indian Institute of Technology, Kharagpur and has a PGDBM from Indian Institute of Management, Bangalore.

Mr. Saugata started his career with Cadbury (now Mondelez) where he spent 9 years in various roles in Sales and Marketing in India and the United Kingdom. Subsequently, he was the Chief of Marketing and Group Sales at ICICI Prudential and was part of the startup team that was instrumental in establishing ICICI Prudential as the largest private sector insurance firm in the country.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Saugata Gupta as an Independent Director is being placed before the members for their approval.

Except Mr. Saugata Gupta and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No.1.

The Board recommends the Ordinary Resolution as set out at Item No.1 of this Postal Ballot Notice for approval by the members of the Company.

Item Nos.2 and 3:

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on November 8, 2019 appointed Mr. Vipin Sondhi (DIN: 00327400) as an Additional Director of the Company. Further, the Board, based on the recommendations of the Nomination and Remuneration Committee at its meeting held on December 12, 2019 has appointed Mr. Vipin Sondhi as the Managing Director and Chief Executive Officer ("MD&CEO") of the Company for a period of five years from December 12, 2019 to December 11, 2024, not liable to retire by rotation, subject to the approval of the members.

Keeping in view that Mr. Vipin Sondhi brings with him a rich experience of over three decades, the Board has decided that it would be in the interest of the Company to appoint Mr. Vipin Sondhi as the MD & CEO of the Company.

A brief profile of Mr. Vipin Sondhi ("Mr. Vipin") is given below:

Mr. Vipin has been leading large MNC organisations with more than three decades of experience in the manufacturing and engineering sectors.

Mr. Vipin in his previous role as MD & CEO of JCB India and Member of JCB's Global Executive team, has led a US\$ 1.7 billion business with 5 world-class manufacturing plants in 3 locations, 8 product categories, 60 products, 65 dealers and over 700 retail outlets. JCB India contributes 48% to Group sales and is a Global Manufacturing hub for the JCB Group with cumulative exports to over 100 countries. Apart from the India region, Mr. Vipin was also responsible for the South East Asian & Pacific businesses for the company and played a significant role in Global Product and Manufacturing Strategy for the Group. He has been with JCB for over 13 years.

Prior to JCB, Mr. Vipin had led Tecumseh India as the MD, where he served for over 12 years, of which 6 years as MD. The initial 10 years of his career were shaped in companies such as Tata Steel and Shriram Honda.

Mr. Vipin has also served as Chairman of Board of Governors, appointed by Government of India, for Indian Institute of Science, Education & Research (IISER), Bhopal. He is a member of three Boards of Trustees and has also been in several CII National Committees.

Mr. Vipin has received notable accolades, amongst which some are; The Economic Times Most Promising Business Leader of Asia - Construction Equipment in 2018-19; Honorary Fellowship by the Centre for Excellence in Project Management (CEPM) in December 2017; The CII Grand Innovation Leadership Award in 2016; CEO of the Year Award from CEO India in 2014 and the CII's Young Manager's Trophy in the year 2000.

Mr. Vipin is an alumnus of IIM, Ahmedabad and a Mechanical Engineer from IIT, Delhi.

The terms contained in the resolution shall constitute the written memorandum setting out the terms of appointment. The terms and conditions of the appointment and payment of remuneration shall be open for inspection by the members at the Registered Office of the Company during 11 A.M. to 5 P.M. on all working days (Monday-Friday) till the last date for voting.

The approval of the members is being sought for the appointment of Mr. Vipin Sondhi, MD&CEO for a period of five years from December 12, 2019 to December 11, 2024.

Except Mr. Vipin Sondhi and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set forth in Item Nos.2 and 3.

The Board recommends the Ordinary Resolutions as set out at Item Nos.2 and 3 of this Postal Ballot Notice for approval by the members of the Company.

Registered Office:

No. 1, Sardar Patel Road

Guindy, Chennai - 600 032

CIN: L34101TN1948PLC000105

Tel: +91 44 2220 6000 **Fax:** +91 44 2220 6001

E-mail: secretarial@ashokleyland.com

Website: www.ashokleyland.com

Dated: December 12, 2019

Place: Chennai

By Order of the Board of Directors

Sd/-

N Ramanathan
Company Secretary

Annexure

Details of Directors seeking appointment

Name of the Director	Mr. Saugata Gupta	Mr. Vipin Sondhi
Date of Birth and Age	August 10, 1967; 52 years	April 27, 1960; 59 years
Date of Appointment	November 8, 2019	November 8, 2019 (Additional Director); December 12, 2019 (MD&CEO)
Qualifications	- Chemical Engineering , IIT Kharagpur - PGDBM from IIM Bangalore.	Alumnus of Indian Institute of Management, Ahmedabad; Mechanical Engineer from Indian Institute of Technology, Delhi
Expertise in Specific functional areas and Experience	Managerial and Entrepreneurial Skills, Strategy, Branding, Sales and Marketing & Governance	Engineering / Construction Equipment
Board Membership of other Companies as on the date of Postal Ballot Notice	(i) Marico Limited, MD & CEO (ii) Marico Consumer Care Limited, MD (iii) Halite Personal Care India Private Limited (under voluntary liquidation) (iv) Marico Bangladesh Limited, Chairman (v) Marico South East Asia Corporation (vi) Marico South Africa Consumer Care (Pty) Limited (vii) Marico Middle East FZE (viii) Marico Innovation Foundation (ix) Parachute Kalpavriksha Foundation (x) JSW Paints Private Limited	(i) Raizada Hansraj Memorial Trust, Trustee (ii) Ananta Centre, New Delhi, Member of the Board of Trustees (iii) Bharatiya Yuva Sakthi Trust, Member of the Board of Trustees
Chairmanship(s)/Membership(s) of Committees of other Companies as on the date of Postal Ballot Notice	Marico Limited: (i) Corporate Social Responsibility Committee, Member (ii) Risk Management Committee, Member (iii) Stakeholders Relationship Committee, Member	–
Number of shares held	NIL	4736
Remuneration	Sitting fees and such amount of commission as may be decided by the Nomination and Remuneration Committee/Board	As mentioned in the resolution
Terms and conditions of appointment	As per the letter of appointment	As mentioned in the resolution

INLAND LETTER CARD BUSINESS REPLY INLAND LETTER CARD

अन्तर्देशीय पत्र कार्ड

PERMIT NO: TN/CH(C)/BRP/1047
THYAGARAYA NAGAR PO

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WILL BE
PAID BY THE
ADDRESSEE

NO POSTAGE
STAMP
NECESSARY
IF POSTED
IN INDIA

To,
**Integrated Registry Management
Services Private Limited**
B Chandra & Associates – Scrutinizer
Unit : Ashok Leyland Limited
2nd Floor, Kences Towers
No. 1 Ramakrishna Street,
North Usman Road
T Nagar, Chennai – 600 017

दूसरा मोड SECOND FOLD

(SENDER'S NAME AND ADDRESS)

पहला मोड FIRST FOLD

Ashok Leyland Limited - Electronic Voting Particulars

Name(s) :

PBF SL. NO.:

EVEN (E-Voting Event Number)	User ID	Password

Please log on to www.evoting.nsd.com and click on the EVEN of Ashok Leyland Limited for E-voting.

Last date for receipt of Postal Ballot Form by the Scrutinizer : February 26, 2020.



Aapki Jeet. Hamari Jeet.

ASHOK LEYLAND LIMITED

Registered Office: No. 1, Sardar Patel Road, Guindy, Chennai - 600 032
CIN: L34101TN1948PLC000105 **T:** + 91 44 2220 6000 **F:** + 91 44 2220 6001
Website: www.ashokleyland.com **E-mail ID:** secretarial@ashokleyland.com

POSTAL BALLOT FORM

1	Name and Registered address of the sole/ first named equity shareholder (IN BLOCK LETTERS)	
2	Name(s) of the Joint Holder(s), if any	
3	Registered Folio No./DP ID & Client ID* (*Applicable to investors holding shares in dematerialised form)	
4	Number of equity share(s) held	

I/we hereby exercise my/our vote(s) in respect of the following resolutions to be passed through Postal Ballot/e-voting for the business stated in the Notice of the Company by sending my/our assent/dissent by placing tick (v) mark at the appropriate box below:

Sl. No.	Description	Type of Resolution	Number of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
				(FOR)	(AGAINST)
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			

Date:

Place:

Signature of the Equity Shareholder

Notes:

- (i) Please read the instructions printed in the Postal Ballot Notice carefully before filling this form.
- (ii) For e-voting, please refer the particulars mentioned in the notice.
- (iii) Please fold this duly filled and signed form and send the same to the Scrutinizer appointed by the Company.