

July 28, 2021

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

Stock Symbol: 500477

Through: NEAPS

Through: BSE Listing Centre

Dear Sir/Madam,

Sub : Annual Secretarial Compliance Report

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find attached the Annual Secretarial Compliance report from Practising Company Secretary for the year ended March 31, 2021. There are no deviation or observation in the report.

Thanking You,

Yours faithfully,

for ASHOK LEYLAND LIMITED

N Ramanathan
Company Secretary



Secretarial compliance report of
ASHOK LEYLAND LIMITED for the year ended 31.03.2021

I, B Chandra have examined:

- (a) all the documents and records made available to us and explanation provided by **Ashok Leyland Limited ("the listed entity")**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2021 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008



The company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

(a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

(b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. It was noted

(i) revised Corporate Governance report for March 2020 and June 2020 quarters were suo moto re-filed on 13th May 2020 and 14th July 2020 respectively for correcting certain insignificant errors in the report.

(ii) Mr C B Rao was appointed as a Director on 12th August 2020 as an additional director and again appointed as an additional director on 2nd September 2020. The date of appointment was mentioned as 12th August 2020 during quarter ended December 2020 and March 2021 and as 2nd September 2020 for the quarter ended September 2020 in the Corporate Governance Report.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

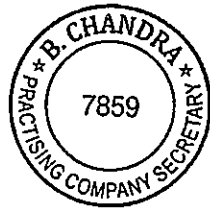
Sr. No.	Action taken by	Details of violation	of	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any
NIL					



(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not applicable.**

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...(The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

Place: Chennai
Date: 25.06.2021



Signature:

Practicing Company Secretary : B CHANDRA

ACS/ FCS No.: 20879

C P No.: 7859

UDIN A020879C000513866

Peer review no I2008TN61.1500