

July 2, 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

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, 2020.

Thanking You,

Yours faithfully,

for ASHOK LEYLAND LIMITED

N Ramanathan
Company Secretary

Secretarial compliance report of
ASHOK LEYLAND LIMITED for the year ended 31.03.2020

We , B Chandra & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. 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 31.03.2020 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;

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 Debt Securities) Regulations, 2008;

(d) 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, 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, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

1. The Board of Directors of the Company at their meeting held on March 12, 2020 declared an interim dividend of Re.0.50/- per share to the shareholders of the Company as on March 20, 2020 (The Record Date). The Interim Dividend was remitted through electronic mode to 99.35% of the shareholders through NEFT/RTGS/Direct Credit/NACH. For those who have not opted for any of the aforesaid mode, the Company could not print and deliver the physical warrants/demand drafts due to the nationwide lockdown announced by the Government of India on account of Covid-19 pandemic. In view of the same, payment to the shareholders (constituting 0.65% of the total shareholders through physical warrants/demand drafts, has been delayed.
2. Transactions with two related Parties who became related at a later date could not be prior approved but were reviewed/ ratified, the value of which was insignificant and therefore not considered material.

(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:

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Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing 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

The listed entity has complied with point 6(A) and 6(B) of SEBI circular no CIR/CFD/CMD1/114/2019 dated 18.10.2019

UDIN A038746B000381066

Place: Chennai

Date: 25.6.2020

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R ANURADHA

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Signature:

Practicing Company Secretary : C Anuradha

Partner B Chandra & Associates

ACS/ FCS No.: 38746

C P No.: 21407