



July 24, 2023

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

Through: NEAPS

Through: BSE Listing Centre

Symbol: ASHOKLEY

Scrip Code: 500477

Dear Sir/Madam,

Sub: Voting results of the 74th Annual General Meeting of the Company held on July 21, 2023

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the details regarding the voting results of the businesses transacted at the 74th Annual General Meeting (AGM) of the Members of the Company held on Friday, July 21, 2023 at 2.45 p.m., through Video Conferencing / Other Audio-Visual Means.

We also enclose the consolidated report of the scrutinizer on remote e-voting and e-voting at the AGM. A copy of the above is being uploaded in the website of the Company and National Securities Depository Limited (NSDL).

Kindly take the above on record.

Thanking you,

Yours faithfully,
for Ashok Leyland Limited

N Ramanathan
Company Secretary

Encl.: a/a

Registered Office: Ashok Leyland Limited, No. 1, Sardar Patel Road, Guindy, Chennai - 600032, Tel.: 91 44 2220 6000

E-mail: reachus@ashokleyland.com | Website: www.ashokleyland.com

CIN: L34101TN1948PLC000105



HINDUJA GROUP

General information about company

Scrip code	500477
NSE Symbol	ASHOKLEY
MSEI Symbol	NOT LISTED
ISIN	INE208A01029
Name of the company	ASHOK LEYLAND LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	21-07-2023
Start time of the meeting	02:45 PM
End time of the meeting	05:01 PM

Scrutinizer Details

Name of the Scrutinizer	B CHANDRA
Firms Name	B CHANDRA & ASSOCIATES
Qualification	CS
Membership Number	7859
Date of Board Meeting in which appointed	23-05-2023
Date of Issuance of Report to the company	24-07-2023

Voting results

Record date	14-07-2023
Total number of shareholders on record date	1143438
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	78
No. of resolution passed in the meeting	7
Disclosure of notes on voting results	

Resolution(1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of Auditors thereon.						
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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1088715554	851869298	78.2454	844616298	7253000	99.1486	0.8514
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1088715554	851869298	78.2454	844616298	7253000	99.1486
Public- Non Institutions	E-Voting	346751461	25355888	7.3124	25343665	12223	99.9518	0.0482
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		346751461	25355888	7.3124	25343665	12223	99.9518
Total		2936127276	2377885447	80.9871	2370620224	7265223	99.6945	0.3055
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare a dividend for the financial year ended March 31, 2023				
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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1088715554	907062670	83.3149	907062670	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1088715554	907062670	83.3149	907062670	0	100
Public- Non Institutions	E-Voting	346751461	25356320	7.3125	25345291	11029	99.9565	0.0435
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		346751461	25356320	7.3125	25345291	11029	99.9565
Total		2936127276	2433079251	82.867	2433068222	11029	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Gopal Mahadevan (DIN: 01746102) who retires by rotation and being eligible, offers himself for re-appointment				
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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1500660261	1500660261	100	1500660261	0	100	0
Public-Institutions	E-Voting	1088715554	906306209	83.2455	814596989	91709220	89.881	10.119
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1088715554	906306209	83.2455	814596989	91709220	89.881	10.119
Public- Non Institutions	E-Voting	346751461	25352249	7.3114	25335686	16563	99.9347	0.0653
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	346751461	25352249	7.3114	25335686	16563	99.9347	0.0653
Total		2936127276	2432318719	82.8411	2340592936	91725783	96.2289	3.7711
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Ratification of remuneration payable to Messers. Geeeyes & Co., Cost & Management Accountants, (Firm Registration No. 000044), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost accounting records of the Company for the financial year ended March 31, 2023					
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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1088715554	907062670	83.3149	907062670	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1088715554	907062670	83.3149	907062670	0	100
Public- Non Institutions	E-Voting	346751461	25351841	7.3112	25332763	19078	99.9247	0.0753
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		346751461	25351841	7.3112	25332763	19078	99.9247
Total		2936127276	2433074772	82.8668	2433055694	19078	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transactions with TVS Mobility Private Limited for the FY 2024-25				
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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1500660261	0	0	0	0	0	0
Public-Institutions	E-Voting	1088715554	907062670	83.3149	907062670	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1088715554	907062670	83.3149	907062670	0	100	0
Public- Non Institutions	E-Voting	346751461	24951705	7.1958	24856399	95306	99.618	0.382
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	346751461	24951705	7.1958	24856399	95306	99.618	0.382
Total		2936127276	932014375	31.743	931919069	95306	99.9898	0.0102
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transactions with Switch Mobility Automotive Limited for the FY 2023-24				
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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1500660261	0	0	0	0	0	0
Public-Institutions	E-Voting	1088715554	907062670	83.3149	907062670	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1088715554	907062670	83.3149	907062670	0	100	0
Public- Non Institutions	E-Voting	346751461	24951782	7.1959	24928785	22997	99.9078	0.0922
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	346751461	24951782	7.1959	24928785	22997	99.9078	0.0922
Total		2936127276	932014452	31.743	931991455	22997	99.9975	0.0025
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To grant approval for Amendment of Articles of Association of the Company by inserting the Article 137A after the existing Article 137, pursuant to Section 14 and other applicable provisions of the Companies Act, 2013				
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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1088715554	907062670	83.3149	907062670	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1088715554	907062670	83.3149	907062670	0	100
Public- Non Institutions	E-Voting	346751461	25350904	7.311	25331621	19283	99.9239	0.0761
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		346751461	25350904	7.311	25331621	19283	99.9239
Total		2936127276	2433073835	82.8668	2433054552	19283	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



B CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES
Regn. No : P2017TN065700

FORM NO. MGT - 13

Report of the Scrutinizer(s) [Pursuant to rule section 108 &109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 as amended upto date]

Dated 24th July 2023

To

The Chairman,
of the 74th Annual General Meeting of ASHOK LEYLAND LIMITED, held on Friday, July 21, 2023 at 2.45 P.M. [Indian Standard Time (IST)] through Video Conferencing /Other Audio- Visual means.

Subject: Voting at Annual General Meeting - Ordinary Resolution(s) and Special resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under – Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

I, **B Chandra**, partner of **B. Chandra & Associates**, Practicing 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 June 23, 2023 for the purpose of remote e-voting and e-voting provided during the 74th Annual General Meeting of ASHOK LEYLAND LIMITED held through Video Conferencing (VC)/other audio visual means (OAVM) of Equity Shareholders on Friday, July 21, 2023 at 2.45 PM (IST) in line with the Circular No.14/2020 dated April 8, 2020 and, Circular No.17/2020 dated April 13, 2020 and No.20/2020 dated May 5, 2020, Circular No.02/2021 dated January 13, 2021, Circular No.19/2021 dated December 8, 2021, Circular No.21/2021 dated December 14, 2021, Circular No.02/0222 dated May 5, 2022 and circular No. 11/2022 dated December 28, 2022 on the below mentioned resolutions, hereby submit our report as under:

B Chandra

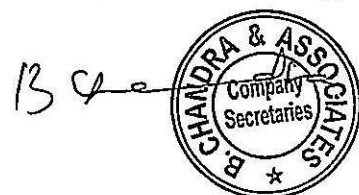
AG 3, RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai - 600026.

E-mail : bchandraandassociates@gmail.com
bchandracocecy@gmail.com
H/P : 9840276313, 9840375053
Phone : 044-23620157

a.	<p>Pursuant to Sections 101, 108 of the Companies Act 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, the notice convening the meeting have been dispatched to those members of the Company, who have their e mail ids registered with the Company/ RTA, through electronic means on June 28, 2023. Subsequently, the notice was also placed on the website of the Company. Out of the emails sent, 58712 emails bounced.</p> <p>The required paper advertisement with respect to other shareholders inter alia by way of seeking updation of mail ids to a dedicated email id was given in English in Business Standard and in Dinamani Tamil vernacular newspaper on June 20, 2023. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).</p>
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "BusinessStandard" on June 29, 2023 and a vernacular newspaper "Dinamani" on the same date.
c.	The remote e-voting period commenced on July 18, 2023 at 9:00 AM and ended on the close of July 20, 2023 at 5:00 PM
d.	Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e., on July 20, 2023 at 5:00 PM, the NSDL portal was blocked for voting.
e.	The List of shareholders who cast their votes through remote e voting were unblocked in the presence of two witnesses on July 21, 2023.
f.	The Corporate members who had participated in the remote e-voting and who had provided the scanned copy of the resolution passed at the Board of Directors / Power of Attorney for authorization to exercise their votes through e voting have been taken into account.
g.	Related party votes have been excluded for resolutions proposed under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

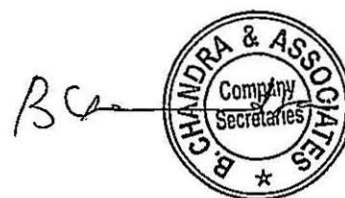
At the Annual general meeting held at the scheduled time through VC/OAVM, the Chairman informed the members that a 30 minute voting period after the close of the meeting was provided to those members who have not voted earlier through remote e-voting to cast their votes by participating through VC/OAVM e-voting pursuant to circulars mentioned aforesaid and the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs.

12 Shareholders had cast their votes electronically at the meeting through VC/OAVM procedure available which was taken into account. The resolutions for which this Annual General Meeting of the shareholders was held were as follows:



S.No	Resolutions	Nature of Resolution
1	To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of Auditors thereon.	Ordinary
2	To declare a dividend for the year ended March 31, 2023	Ordinary
3	To appoint a Director in place of Mr. Gopal Mahadevan (DIN: 01746102) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
4	To ratify payment of remuneration to the Cost auditor for the financial year ended March 31, 2023, amounting to Rs.7,00,000/- (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses	Ordinary
5	To approve Related Party Transactions with TVS Mobility Private Limited, a 'Related Party' of the Company's subsidiary as per Section 2(76) of the Companies Act, 2013, for FY 2024-25, for an aggregate value which would be in excess of Rs.1,000 Crores or 10% of the annual consolidated turnover as per the Company's last audited financial statements, whichever is lower, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Ordinary
6	To approve Related Party Transactions with the Company's step down subsidiary - Switch Mobility Automotive Limited, a 'Related Party' of the Company as per Section 2(76) of the Companies Act, 2013, for the financial year 2023-24 for an aggregate value which would be in excess of Rs.1,000 Crores or 10% of the annual consolidated turnover as per the Company's last audited financial statements whichever is lower, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Ordinary
7	To grant approval for Amendment of Articles of Association of the Company by inserting the Article 137A after the existing Article 137, pursuant to Section 14 and other applicable provisions of the Companies Act, 2013	Special

On the conclusion of the Annual General Meeting and after the 30 minutes' time period provided for e-voting by members through VC/OAVM, the votes cast through remote e-voting was unblocked by NSDL and were available for viewing by the undersigned.



The results of the remote e-voting and e-voting at AGM through VC/OAVM are summarised as follows in terms of the Count and Number of votes cast for and against out of the total valid votes is given below.

Resolution No	Count of Votes Cast In Favour	Number of Votes Cast In Favour	Count of Votes Cast Against	Number of Votes Cast Against	Total Valid Votes	Assent %	Dissent%
1	2094	2370620224	28	7265223	2377885447	99.6945	0.3055
2	2095	2433068222	23	11029	2433079251	99.9995	0.0005
3	1904	2340592936	209	91725783	2432318719	96.2289	3.7711
4	2053	2433055694	54	19078	2433074772	99.9992	0.0008
5	2053	931919069	49	95306	932014375	99.9898	0.0102
6	2056	931991455	48	22997	932014452	99.9975	0.0025
7	2051	2433054552	51	19283	2433073835	99.9992	0.0008

Since the votes cast in favour of resolution numbers 1,2,3,4,5,6 exceeded the number of votes cast against the said resolutions, I hereby report that the resolution numbers 1,2,3,4,5,6 as passed with requisite majority as Ordinary resolutions; Similarly, as the votes cast in favour of the resolution 7 is more than three times the number of the votes cast against the said resolutions, I hereby report that the resolution number 7 passed as Special resolution.

The data sheet relating to remote e-voting and e-voting after AGM through VC/OAVM, records of which are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the Company, once the Minutes are approved and signed.

Thanking you,

Yours Sincerely,

Bc



B CHANDRA,
PARTNER
B CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES
UDIN: A020879E000665261