

August 1, 2022

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 Sirs,

**Subject: Details of voting results of the 73<sup>rd</sup> Annual General Meeting of the Company held on July 29, 2022**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015, we submit herewith the details regarding the voting results of the businesses transacted at the 73<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company held on Friday, July 29, 2022 at 3.00 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).

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



**General information about company**

Scrip code	500477
NSE Symbol	ASHOKLEY
MSEI Symbol	NOTLISTED
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)	29-07-2022
Start time of the meeting	03:00 PM
End time of the meeting	04:53 PM

**Scrutinizer Details**

Name of the Scrutinizer	B CHANDRA
Firms Name	B CHANDRA & ASSOCIATES
Qualification	CS
Membership Number	20979
Date of Board Meeting in which appointed	19-05-2022
Date of Issuance of Report to the company	01-08-2022

<b>Voting results</b>	
Record date	22-07-2022
Total number of shareholders on record date	1132085
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	134
No. of resolution passed in the meeting	13
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, 2022, 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, 2022 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							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1078430102	763237100	70.773	757811444	5425656	99.2891	0.7109
	Poll							
	Postal Ballot (if applicable)							
	Total		1078430102	763237100	70.773	757811444	5425656	99.2891
Public-Non Institutions	E-Voting	356436913	25771737	7.2304	25763317	8420	99.9673	0.0327
	Poll							
	Postal Ballot (if applicable)							
	Total		356436913	25771737	7.2304	25763317	8420	99.9673
Total		2935527276	2289669098	77.9986	2284235022	5434076	99.7627	0.2373
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 year ended March 31, 2022				
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							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1078430102	763362122	70.7846	763362122	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1078430102	763362122	70.7846	763362122	0	100
Public- Non Institutions	E-Voting	356436913	25769417	7.2297	25757945	11472	99.9555	0.0445
	Poll							
	Postal Ballot (if applicable)							
	Total		356436913	25769417	7.2297	25757945	11472	99.9555
Total		2935527276	2289791800	78.0027	2289780328	11472	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 Dr. C Bhaktavatsala Rao (DIN: 00010175) 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							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1078430102	762395713	70.695	556520493	205875220	72.9963	27.0037
	Poll							
	Postal Ballot (if applicable)							
	Total		1078430102	762395713	70.695	556520493	205875220	72.9963
Public- Non Institutions	E-Voting	356436913	25768225	7.2294	25208193	560032	97.8267	2.1733
	Poll							
	Postal Ballot (if applicable)							
	Total		356436913	25768225	7.2294	25208193	560032	97.8267
Total		2935527276	2288824199	77.9698	2082388947	206435252	90.9807	9.0193
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				To consider reappointment of Messers. Price Waterhouse & Co Chartered Accountants LLP (FRN 304026E/E-300009), Chennai as statutory auditors of the Company for second term of five consecutive years				
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							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1078430102	762395713	70.695	561114394	201281319	73.5988	26.4012
	Poll							
	Postal Ballot (if applicable)							
	Total		1078430102	762395713	70.695	561114394	201281319	73.5988
Public- Non Institutions	E-Voting	356436913	25768857	7.2296	25738677	30180	99.8829	0.1171
	Poll							
	Postal Ballot (if applicable)							
	Total		356436913	25768857	7.2296	25738677	30180	99.8829
Total		2935527276	2288824831	77.9698	2087513332	201311499	91.2046	8.7954
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify and confirm the remuneration of Rs. 14,72,63,745/- paid to Mr. Vipin Sondhi (DIN: 00327400), Managing Director and Chief Executive Officer of the Company for the period April 1, 2021 to December 31, 2021				
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							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1078430102	759986114	70.4715	407398126	352587988	53.606	46.394
	Poll							
	Postal Ballot (if applicable)							
	Total		1078430102	759986114	70.4715	407398126	352587988	53.606
Public- Non Institutions	E-Voting	356436913	25764261	7.2283	25099508	664753	97.4199	2.5801
	Poll							
	Postal Ballot (if applicable)							
	Total		356436913	25764261	7.2283	25099508	664753	97.4199
Total		2935527276	2286410636	77.8876	1933157895	353252741	84.5499	15.4501
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify and confirm the remuneration of Rs. 5,73,13,925/-paid/payable to Mr. Gopal Mahadevan (DIN: 01746102), Whole-time Director and Chief Financial Officer of the Company for the financial year 2021-22				
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							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1078430102	763362122	70.7846	741963977	21398145	97.1969	2.8031
	Poll							
	Postal Ballot (if applicable)							
	Total		1078430102	763362122	70.7846	741963977	21398145	97.1969
Public- Non Institutions	E-Voting	356436913	25764147	7.2282	25653859	110288	99.5719	0.4281
	Poll							
	Postal Ballot (if applicable)							
	Total		356436913	25764147	7.2282	25653859	110288	99.5719
Total		2935527276	2289786530	78.0026	2268278097	21508433	99.0607	0.9393
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 ratify and confirm the remuneration of Rs. 1,73,61,111/-paid/payable to Mr. Dheeraj G Hinduja (DIN: 00133410), Executive Chairman of the Company for the period from November 26, 2021 till March 31, 2022				
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							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1078430102	763362122	70.7846	741729053	21633069	97.1661	2.8339
	Poll							
	Postal Ballot (if applicable)							
	Total		1078430102	763362122	70.7846	741729053	21633069	97.1661
Public- Non Institutions	E-Voting	356436913	25763590	7.2281	25696853	66737	99.741	0.259
	Poll							
	Postal Ballot (if applicable)							
	Total		356436913	25763590	7.2281	25696853	66737	99.741
Total		2935527276	2289785973	78.0025	2268086167	21699806	99.0523	0.9477
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve payment of remuneration to the Non-Executive Directors of the Company for the financial year 2021-22				
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							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1078430102	763362122	70.7846	763075463	286659	99.9624	0.0376
	Poll							
	Postal Ballot (if applicable)							
	Total		1078430102	763362122	70.7846	763075463	286659	99.9624
Public- Non Institutions	E-Voting	356436913	25768492	7.2295	25731729	36763	99.8573	0.1427
	Poll							
	Postal Ballot (if applicable)							
	Total		356436913	25768492	7.2295	25731729	36763	99.8573
Total		2935527276	2289790875	78.0027	2289467453	323422	99.9859	0.0141
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the revision in remuneration of Mr. Dheeraj G Hinduja (DIN: 00133410), Executive Chairman of the Company with effect from April 1, 2022				
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							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1078430102	759986114	70.4715	380997606	378988508	50.1322	49.8678
	Poll							
	Postal Ballot (if applicable)							
	Total		1078430102	759986114	70.4715	380997606	378988508	50.1322
Public- Non Institutions	E-Voting	356436913	25764100	7.2282	25167923	596177	97.686	2.314
	Poll							
	Postal Ballot (if applicable)							
	Total		356436913	25764100	7.2282	25167923	596177	97.686
Total		2935527276	2286410475	77.8876	1906825790	379584685	83.3982	16.6018
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(10)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify payment of remuneration to the Cost auditor for the financial year ended March 31, 2022, amounting to Rs.7,00,000/- (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses				
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							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1078430102	763362122	70.7846	656744098	106618024	86.0331	13.9669
	Poll							
	Postal Ballot (if applicable)							
	Total		1078430102	763362122	70.7846	656744098	106618024	86.0331
Public-Non Institutions	E-Voting	356436913	25759807	7.227	25725249	34558	99.8658	0.1342
	Poll							
	Postal Ballot (if applicable)							
	Total		356436913	25759807	7.227	25725249	34558	99.8658
Total		2935527276	2289782190	78.0024	2183129608	106652582	95.3422	4.6578
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

Resolution(11)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve Material 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 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							
	Postal Ballot (if applicable)							
	Total		1500660261	0	0	0	0	0
Public-Institutions	E-Voting	1078430102	763362122	70.7846	763362122	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1078430102	763362122	70.7846	763362122	0	100
Public- Non Institutions	E-Voting	356436913	25742856	7.2223	25719867	22989	99.9107	0.0893
	Poll							
	Postal Ballot (if applicable)							
	Total		356436913	25742856	7.2223	25719867	22989	99.9107
Total		2935527276	789104978	26.8812	789081989	22989	99.9971	0.0029
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(12)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve Material 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 2022-23				
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							
	Postal Ballot (if applicable)							
	Total		1500660261	0	0	0	0	0
Public-Institutions	E-Voting	1078430102	763362122	70.7846	763362122	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1078430102	763362122	70.7846	763362122	0	100
Public-Non Institutions	E-Voting	356436913	25742831	7.2223	25719136	23695	99.908	0.092
	Poll							
	Postal Ballot (if applicable)							
	Total		356436913	25742831	7.2223	25719136	23695	99.908
Total		2935527276	789104953	26.8812	789081258	23695	99.997	0.003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(13)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To grant approval pursuant to provisions of section 186 of the Companies Act 2013 for a sum not exceeding Rs 2,000 Crores (Rupees Two Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more				
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							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1078430102	763362122	70.7846	248951049	514411073	32.6124	67.3876
	Poll							
	Postal Ballot (if applicable)							
	Total		1078430102	763362122	70.7846	248951049	514411073	32.6124
Public-Non Institutions	E-Voting	356436913	25765227	7.2286	25217282	547945	97.8733	2.1267
	Poll							
	Postal Ballot (if applicable)							
	Total		356436913	25765227	7.2286	25217282	547945	97.8733
Total		2935527276	2289787610	78.0026	1774828592	514959018	77.5106	22.4894
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



**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 01.08.2022

To

**The Chairman,**  
**of the 73<sup>rd</sup> Annual General Meeting of ASHOK LEYLAND LIMITED,** held on Friday, July 29, 2022 at 3.00 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, Ragamalika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the letter dated June 16, 2022 for the purpose of remote e-voting and e-voting provided during the 73<sup>rd</sup> Annual General Meeting of ASHOK LEYLAND LIMITED held through Video Conferencing (VC)/other audio visual means (OAVM) of Equity Shareholders on Friday, July 29, 2022 at 3.00 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 and Circular No.02/2022 dated May 5, 2022 on the below mentioned resolutions, hereby submit our report as under:

*B Chandra*

a.	<p>Pursuant to Sections 101, 108 of the Companies Act 2013 and Rule 20 of the Companies (Management &amp; 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 July 6, 2022. Subsequently, the notice was also placed on the website of the Company. Out of the emails sent, 46251 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 July 4, 2022. 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 July 7, 2022 and a vernacular newspaper "Dinamani" on the same date.
c.	The remote e-voting period commenced on July 26, 2022 at 9:00 AM and ended on the close of July 28, 2022 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 28, 2022 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 29, 2022.
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.

23 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:

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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, 2022, 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, 2022 together with the Report of Auditors thereon.	Ordinary
2	To declare a dividend for the year ended March 31, 2022	Ordinary
3	To appoint a Director in place of Dr. C Bhaktavatsala Rao (DIN: 00010175) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
4	To consider reappointment of Messers. Price Waterhouse & Co Chartered Accountants LLP (FRN 304026E/E-300009), Chennai as statutory auditors of the Company for second term of five consecutive years	Ordinary
5	To ratify and confirm the remuneration of Rs. 14,72,63,745/- paid to Mr. Vipin Sondhi (DIN: 00327400), Managing Director and Chief Executive Officer of the Company for the period April 1, 2021 to December 31, 2021	Special
6	To ratify and confirm the remuneration of Rs. 5,73,13,925/-paid/payable to Mr. Gopal Mahadevan (DIN: 01746102), Whole-time Director and Chief Financial Officer of the Company for the financial year 2021-22	Special
7	To ratify and confirm the remuneration of Rs. 1,73,61,111/-paid/payable to Mr. Dheeraj G Hinduja (DIN: 00133410), Executive Chairman of the Company for the period from November 26, 2021 till March 31, 2022	Special
8	To approve payment of remuneration to the Non-Executive Directors of the Company for the financial year 2021-22 as detailed in the resolution.	Ordinary
9	To approve the revision in remuneration of Mr. Dheeraj G Hinduja (DIN: 00133410), Executive Chairman of the Company with effect from April 1, 2022	Special
10	To ratify payment of remuneration to the Cost auditor for the financial year ended March 31, 2022, amounting to Rs.7,00,000/- (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses	Ordinary
11	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 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
12	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 2022-23 for an aggregate value which would be in excess of Rs.1,000	Ordinary

  


	Crores or 10% of the annual consolidated turnover as per the Company's last audited financial statements, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	
13	To grant approval pursuant to provisions of section 186 of the Companies Act 2013 for a sum not exceeding Rs 2,000 Crores (Rupees Two Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more	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	2453	2284235022	37	5434076	2289669098	99.76	0.24
2	2449	2289780328	40	11472	2289791800	100.00	NEG
3	2239	2082388947	252	206435252	2288824199	90.98	9.02
4	2312	2087513332	172	201311499	2288824831	91.20	8.80
5	2030	1933157895	440	353252741	2286410636	84.55	15.45
6	2241	2268278097	232	21508433	2289786530	99.06	0.94
7	2252	2268086167	219	21699806	2289785973	99.05	0.95
8	2355	2289467453	128	323422	2289790875	99.99	0.01
9	2058	1906825790	417	379584685	2286410475	83.40	16.60
10	2359	2183129608	112	106652582	2289782190	95.34	4.66
11	2403	789081989	73	22989	789104978	100.00	NEG
12	2409	789081258	65	23695	789104953	100.00	NEG
13	2137	1774828592	342	514959018	2289787610	77.51	22.49

Since the votes cast in favour of resolution numbers 1,2,3,4,8,10,11,12 exceeded the number of votes cast against the said resolutions, I hereby report that the resolution numbers 1,2,3,4,8,10,11,12 as passed with requisite majority as Ordinary resolutions.; Similarly as the votes cast in favour of the resolutions 5,6,7,9,13 are more than three times the number of the votes cast against the said resolutions, I hereby report that the resolution numbers 5,6,7,9,13 passed as Special resolutions..

The data sheet relating to remote e-voting and e-voting after AGM through VC/OAVM, records of

*B. Chandra*  


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,

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**B CHANDRA,  
PARTNER  
B CHANDRA & ASSOCIATES  
PRACTISING COMPANY SECRETARIES  
UDIN: A020879D000718488**