



July 27, 2024

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 75th Annual General Meeting of the Company held on July 25, 2024

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 75th Annual General Meeting (AGM) of the Members of the Company held on Thursday, July 25, 2024 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).

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)	25-07-2024
Start time of the meeting	03:00 PM
End time of the meeting	05:20 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	24-05-2024
Date of Issuance of Report to the company	26-07-2024

Voting results

Record date	18-07-2024
Total number of shareholders on record date	1541645
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	100
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, 2024, 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, 2024 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	1049246162	750303409	71.5088	750303409	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1049246162	750303409	71.5088	750303409	0	100
Public- Non Institutions	E-Voting	386520853	26102629	6.7532	26071173	31456	99.8795	0.1205
	Poll							
	Postal Ballot (if applicable)							
	Total		386520853	26102629	6.7532	26071173	31456	99.8795
Total		2936427276	2277066299	77.5455	2277034843	31456	99.9986	0.0014
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 confirm the interim dividend of Rs. 4.95 per equity share and consider the same as final dividend for the financial year ended on March 31, 2024.				
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	1049246162	772592714	73.6331	768170832	4421882	99.4277	0.5723
	Poll							
	Postal Ballot (if applicable)							
	Total		1049246162	772592714	73.6331	768170832	4421882	99.4277
Public- Non Institutions	E-Voting	386520853	26099830	6.7525	26082789	17041	99.9347	0.0653
	Poll							
	Postal Ballot (if applicable)							
	Total		386520853	26099830	6.7525	26082789	17041	99.9347
Total		2936427276	2299352805	78.3044	2294913882	4438923	99.8069	0.1931
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. Shom Ashok Hinduja (DIN: 07128441) 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	1049246162	772547531	73.6288	752010234	20537297	97.3416	2.6584
	Poll							
	Postal Ballot (if applicable)							
	Total		1049246162	772547531	73.6288	752010234	20537297	97.3416
Public- Non Institutions	E-Voting	386520853	26089293	6.7498	26043380	45913	99.824	0.176
	Poll							
	Postal Ballot (if applicable)							
	Total		386520853	26089293	6.7498	26043380	45913	99.824
Total		2936427276	2299297085	78.3025	2278713875	20583210	99.1048	0.8952
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To Re-appoint Mr.Saugata Gupta (DIN: 05251806) as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company from November 8, 2024 till November 7, 2029.						
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	1049246162	772547531	73.6288	642613340	129934191	83.1811	16.8189
	Poll							
	Postal Ballot (if applicable)							
	Total		1049246162	772547531	73.6288	642613340	129934191	83.1811
Public- Non Institutions	E-Voting	386520853	26089384	6.7498	26017633	71751	99.725	0.275
	Poll							
	Postal Ballot (if applicable)							
	Total		386520853	26089384	6.7498	26017633	71751	99.725
Total		2936427276	2299297176	78.3025	2169291234	130005942	94.3458	5.6542
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 appoint Dr.V Sumantran (DIN: 02153989) as an Independent Director for a term of 5 (five) consecutive years on the Board of the Company from May 24, 2024 till May 23, 2029						
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	1049246162	761763549	72.601	718172956	43590593	94.2777	5.7223
	Poll							
	Postal Ballot (if applicable)							
	Total		1049246162	761763549	72.601	718172956	43590593	94.2777
Public- Non Institutions	E-Voting	386520853	26089411	6.7498	26055552	33859	99.8702	0.1298
	Poll							
	Postal Ballot (if applicable)							
	Total		386520853	26089411	6.7498	26055552	33859	99.8702
Total		2936427276	2288513221	77.9353	2244888769	43624452	98.0938	1.9062
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 appoint Mr.Thomas Dauner (DIN: 10642122) as an Independent Director for a term of 5 (five) consecutive years on the Board of the Company from June 4, 2024 till June 3, 2029.				
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	1049246162	761763549	72.601	759972645	1790904	99.7649	0.2351
	Poll							
	Postal Ballot (if applicable)							
	Total		1049246162	761763549	72.601	759972645	1790904	99.7649
Public- Non Institutions	E-Voting	386520853	26088440	6.7496	26037997	50443	99.8066	0.1934
	Poll							
	Postal Ballot (if applicable)							
	Total		386520853	26088440	6.7496	26037997	50443	99.8066
Total		2936427276	2288512250	77.9353	2286670903	1841347	99.9195	0.0805
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(7)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr.Dheeraj G Hinduja (DIN : 00133410) as the Executive Chairman (Whole-time) liable to retire by rotation, for a period of two years commencing from November 26, 2024 to November 25, 2026 and approve the remuneration.				
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	1049246162	772547531	73.6288	444489632	328057899	57.5356	42.4644
	Poll							
	Postal Ballot (if applicable)							
	Total		1049246162	772547531	73.6288	444489632	328057899	57.5356
Public- Non Institutions	E-Voting	386520853	26089460	6.7498	26038023	51437	99.8028	0.1972
	Poll							
	Postal Ballot (if applicable)							
	Total		386520853	26089460	6.7498	26038023	51437	99.8028
Total		2936427276	2299297252	78.3025	1971187916	328109336	85.73	14.27
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 re-appoint Mr. Gopal Mahadevan (DIN: 01746102) as Whole-time Director, liable to retire by rotation, designated as "Director – Strategic Finance and M&A" for a period of two years from May 24, 2024 to May 23, 2026 and approve the remuneration.				
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	1049246162	772547531	73.6288	641176019	131371512	82.995	17.005
	Poll							
	Postal Ballot (if applicable)							
	Total		1049246162	772547531	73.6288	641176019	131371512	82.995
Public- Non Institutions	E-Voting	386520853	26089295	6.7498	26032766	56529	99.7833	0.2167
	Poll							
	Postal Ballot (if applicable)							
	Total		386520853	26089295	6.7498	26032766	56529	99.7833
Total		2936427276	2299297087	78.3025	2167869046	131428041	94.284	5.716
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(9)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the remuneration payable to Cost Auditors, Messers.Geeyes & Co., Cost & Management Accountants, (Firm Registration No.000044), for the financial year ended March 31, 2024.				
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	1049246162	772237432	73.5993	772237432	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1049246162	772237432	73.5993	772237432	0	100
Public- Non Institutions	E-Voting	386520853	26086705	6.7491	26045163	41542	99.8408	0.1592
	Poll							
	Postal Ballot (if applicable)							
	Total		386520853	26086705	6.7491	26045163	41542	99.8408
Total		2936427276	2298984398	78.2919	2298942856	41542	99.9982	0.0018
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?				Yes				
Description of resolution considered				To approve Material Related Party Transactions with TVS Mobility Private Limited for the FY 2025-26.				
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	0
Public- Institutions	E-Voting	1049246162	772547531	73.6288	772513274	34257	99.9956	0.0044
	Poll							
	Postal Ballot (if applicable)							
	Total	1049246162	772547531	73.6288	772513274	34257	99.9956	0.0044
Public- Non Institutions	E-Voting	386520853	25601991	6.6237	25561910	40081	99.8434	0.1566
	Poll							
	Postal Ballot (if applicable)							
	Total	386520853	25601991	6.6237	25561910	40081	99.8434	0.1566
Total		2936427276	798149522	27.181	798075184	74338	99.9907	0.0093
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 Switch Mobility Automotive 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							
	Postal Ballot (if applicable)							
	Total	1500660261	0	0	0	0	0	0
Public- Institutions	E-Voting	1049246162	772547531	73.6288	772547531	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1049246162	772547531	73.6288	772547531	0	100	0
Public- Non Institutions	E-Voting	386520853	25601977	6.6237	25560297	41680	99.8372	0.1628
	Poll							
	Postal Ballot (if applicable)							
	Total	386520853	25601977	6.6237	25560297	41680	99.8372	0.1628
Total		2936427276	798149508	27.181	798107828	41680	99.9948	0.0052
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 for FY 2024-25 between Switch Mobility Automotive Limited and OHM Global Mobility Private Limited, the Company's Subsidiaries.				
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	1049246162	772547531	73.6288	772513274	34257	99.9956	0.0044
	Poll							
	Postal Ballot (if applicable)							
	Total		1049246162	772547531	73.6288	772513274	34257	99.9956
Public- Non Institutions	E-Voting	386520853	25602887	6.6239	25545450	57437	99.7757	0.2243
	Poll							
	Postal Ballot (if applicable)							
	Total		386520853	25602887	6.6239	25545450	57437	99.7757
Total		2936427276	798150418	27.181	798058724	91694	99.9885	0.0115
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 approve Amendment to Articles of Association of the Company.				
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	0
Public-Institutions	E-Voting	1049246162	772547531	73.6288	772547531	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	1049246162	772547531	73.6288	772547531	0	100	0
Public- Non Institutions	E-Voting	386520853	26095593	6.7514	26037380	58213	99.7769	0.2231
	Poll							
	Postal Ballot (if applicable)							
	Total	386520853	26095593	6.7514	26037380	58213	99.7769	0.2231
Total		2936427276	2299303385	78.3028	2299245172	58213	99.9975	0.0025
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 26th July 2024

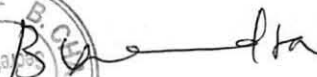

To

The Chairman,
of the 75th Annual General Meeting of ASHOK LEYLAND LIMITED, held on Thursday 25th July 2024 at 3.00 PM [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 13, 2024 for the purpose of remote e-voting and e-voting provided during the 75th Annual General Meeting of **ASHOK LEYLAND LIMITED** held through Video Conferencing (VC)/other audio visual means (OAVM) of Equity Shareholders on Thursday 25th July 2024 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, Circular No.02/2022 dated May 5, 2022, circular No. 11/2022 dated December 28, 2022 and circular dated September 25, 2023 on the below mentioned resolutions, hereby submit our report as under:

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 July 2, 2024. Subsequently, the notice was also placed on the website of the Company. Out of the emails sent, 68455 emails bounced.</p> <p>The required paper advertisement with respect to other shareholders, inter alia, seeking the updation of mail ids to a dedicated email id, was given in English in Business Standard and in Dinamani Tamil vernacular newspaper on June 21, 2024. 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 3, 2024 and a vernacular newspaper "Dinamani" on the same date.
c.	The remote e-voting period commenced on Monday, July 22, 2024 at 9.00 a.m. IST and ended on Wednesday, July 24, 2024 at 5.00 p.m. IST.
d.	Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e., on Wednesday, July 24, 2024 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 25, 2024.
f.	The votes cast by Corporate members who had participated in the remote e-voting and 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.	Votes cast by the Related parties as defined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) have been excluded for resolutions proposed under Regulation 23 of the LODR.

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 would be 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.

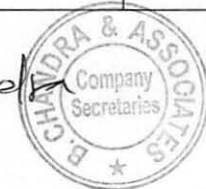
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4 Shareholders had cast their votes electronically at the meeting through VC/OAVM procedure available which was taken into account. The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

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, 2024, 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, 2024 together with the Report of Auditors thereon.	Ordinary
2	Confirmation of the interim dividend of Rs. 4.95 per equity share and consider the same as final dividend for the financial year ended March 31, 2024.	Ordinary
3	To appoint a Director in place of Mr. Shom Ashok Hinduja (DIN:07128441) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
4	To reappoint Mr. Saugata Gupta (DIN: 05251806) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from November 8, 2024 till November 7, 2029	Special
5	To appoint Dr. V Sumantran (DIN: 02153989) as an Independent Director of the Company, for a term of five years commencing from May 24, 2024 to May 23, 2029, not liable to retire by rotation	Special
6	To appoint Mr. Thomas Dauner (DIN: 10642122) as an Independent Director of the Company, for a term of five years commencing from June 4, 2024 to June 3, 2029, not liable to retire by rotation.	Special
7	To reappoint Mr. Dheeraj G Hinduja (DIN: 00133410) as the Executive Chairman (Whole-time) of the Company, liable to retire by rotation, for a period of two years commencing from November 26, 2024 to November 25, 2026 and approve payment of remuneration.	Ordinary
8	To reappoint Mr. Gopal Mahadevan, (DIN: 01746102) as Whole-time Director ("WTD"), liable to retire by rotation, designated as "Director – Strategic Finance and M&A" for a period of two years from May 24, 2024 to May 23, 2026 and approve payment of remuneration.	Ordinary
9	To ratify the payment of remuneration to the Cost auditor for the financial year ended March 31, 2024, amounting to Rs.7,00,000/- (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses.	Ordinary
10	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 2025-26, 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

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11	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 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
12	To approve Related Party Transactions between Switch Mobility Automotive Limited and OHM Global Mobility Private Limited, Company's subsidiaries, as per Section 2(76) of the Companies Act, 2013, for the financial year 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
13	To grant approval for Amendment of Articles of Association of the Company for alteration of Clauses 102 and 135(c), 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 provided for e-voting by members through VC/OAVM, the votes cast through remote e-voting was unblocked 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	2839	2277034843	38	31456	2277066299	99.9986	0.0014
2	2826	2294913882	58	4438923	2299352805	99.8069	0.1931
3	2758	2278713875	115	20583210	2299297085	99.1048	0.8952
4	2582	2169291234	290	130005942	2299297176	94.3458	5.6542
5	2694	2244888769	171	43624452	2288513221	98.0938	1.9062
6	2772	2286670903	87	1841347	2288512250	99.9195	0.0805
7	2330	1971187916	539	328109336	2299297252	85.7300	14.2700
8	2641	2167869046	231	131428041	2299297087	94.2840	5.7160
9	2794	2298942856	66	41542	2298984398	99.9982	0.0018
10	2794	798075184	64	74338	798149522	99.9907	0.0093
11	2796	798107828	60	41680	798149508	99.9948	0.0052
12	2789	798058724	70	91694	798150418	99.9885	0.0115
13	2786	2299245172	78	58213	2299303385	99.9975	0.0025

B. S. Chandra & Associates
 Company Secretaries



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

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,

13/02/2020



**B CHANDRA,
PARTNER
B CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES
UDIN: A020879F000834219**