



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 73rd 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, Ragamaliika, 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 73rd 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:

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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 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

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	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. Chandrasekhar


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,



B CHANDRA,

PARTNER

B CHANDRA & ASSOCIATES

PRACTISING COMPANY SECRETARIES

UDIN: A020879D000718488