

July 23, 2016

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

Dear Sirs,

Subject: Details of voting Results of the 67th Annual General Meeting of the Company held on July 21, 2016

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015, we submit herewith the details regarding the voting results of the business transacted at the 67th Annual General Meeting (AGM) of the Members of the Company held on Thursday, July 21, 2016, in the prescribed format.

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

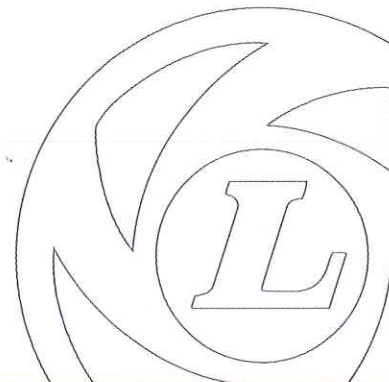
Thanking you,

Yours faithfully,
for Ashok Leyland Limited



N Ramanathan
Company Secretary

Encl : a/a





Name of the Company	Ashok Leyland Limited
Date of the AGM	Thursday, July 21, 2016
Total number of shareholders on record date	429034
No. of shareholders present in the meeting either in person or through proxy:	5995
Promoters and Promoter Group:	5
Public:	5990
No. of Shareholders attended the meeting through Video Conferencing:	Not applicable
Promoters and Promoter Group:	Not applicable
Public:	Not applicable

To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, 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, 2016 and the Report of Auditors thereon									
Resolution required: (Ordinary/ Special) Resolution No. 1									
Whether promoter/ promoter group are interested in the agenda/resolution?									
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 Poll	1433847039	1433847039	100.00	1433847039	0	100.00	0.00	
Public-Institutions	Postal Ballot (Not applicable)	565962140	0	0.00	0	0	0.00	0.00	
Public Non-institutions	E-voting Poll	177893203	30.55	17.18	57534275	115358928	33.28	66.72	
	Postal Ballot (Not applicable)	846067455	0	0.00	0	0	0.00	0.00	
	E-voting Poll	1335651491	15.80	1.88	26519770	107141721	18.84	80.16	
	Postal Ballot (Not applicable)	21955	0.00	0.00	21469	486	97.79	2.21	
Total		2845876634	174043688	61.16	151792553	222501135	87.22	12.78	
To declare a dividend for the year ended March 31, 2016									
Resolution required: (Ordinary/ Special) Resolution No. 2									
Whether promoter/ promoter group are interested in the agenda/resolution?									
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 Poll	1433847039	1433847039	100.00	1433847039	0	100.00	0.00	
Public-Institutions	Postal Ballot (Not applicable)	565962140	0	0.00	0	0	0.00	0.00	
Public Non-institutions	E-voting Poll	177893203	35.82	20.18	202746561	0	100.00	0.00	
	Postal Ballot (Not applicable)	846067455	0	0.00	0	0	0.00	0.00	
	E-voting Poll	202392123	23.92	13.45	202388788	3335	100.00	0.00	
	Postal Ballot (Not applicable)	21955	0.00	0.00	21529	426	98.06	1.94	
Total		2845876634	1839003917	64.62	1839003917	3761	99.99	0.01	
To appoint a Director in the place of Mr. A K Das who retired by rotation and being eligible, offers himself for re-appointment									
Resolution required: (Ordinary/ Special) Resolution No. 3									
Whether promoter/ promoter group are interested in the agenda/resolution?									
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 Poll	1433847039	1433847039	100.00	1433847039	0	100.00	0.00	
Public-Institutions	Postal Ballot (Not applicable)	565962140	0	0.00	0	0	0.00	0.00	
Public Non-institutions	E-voting Poll	177893203	35.82	20.18	18920610	13515951	93.33	6.67	
	Postal Ballot (Not applicable)	846067455	0	0.00	0	0	0.00	0.00	
	E-voting Poll	189308796	22.38	12.64	185154601	4154195	97.81	2.19	
	Postal Ballot (Not applicable)	21955	0.00	0.00	21955	0	100.00	0.00	
Total		2845876634	1825924351	64.16	1809254205	17670146	99.03	0.97	

To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, 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, 2016 and the Report of Auditors thereon									
To appoint Messrs M S Krishnaswami & Rajan and Messrs Deloitte Haskins & Sells LLP as Joint Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.									
Resolution required: (Ordinary/ Special) Resolution No. 4									
Whether promoter/ promoter group are interested in the agenda/resolution?									
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)/(3)]*100	(7)=[(5)/(3)]*100	
Promoter and Promoter Group	E-voting	1433847039	1433847039	100.00	1433847039	0	100.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	0.00
Public-Institutions	E-voting	565962140	202746561	35.82	200500705	2245856	98.89	1.11	1.11
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	0.00
Public Non-institutions	E-voting	846067455	20370196	23.92	201991264	378932	99.81	0.19	0.19
	Poll		21955	0.00	21955	0	100.00	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	0.00
Total		2845876634	1838985751	64.62	1838360963	2624788	99.86	0.14	0.14
Appointment of Dr. Andrew C Palmer as an Independent Director									
Resolution required: (Ordinary/ Special) Resolution No. 5									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Promoter and Promoter Group	E-voting	1433847039	1433847039	100.00	1433847039	0	100.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	0.00
Public-Institutions	E-voting	565962140	202746561	35.82	202746561	0	100.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	0.00
Public Non-institutions	E-voting	846067455	20369809	23.92	202357542	12267	99.99	0.01	0.01
	Poll		21955	0.00	21529	426	98.06	1.94	1.94
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	0.00
Total		2845876634	1838985364	64.62	1838972671	12693	99.99	0.01	0.01
Re-appointment of Mr. Vinod K Dasari as Chief Executive Officer and Managing Director of the Company									
Resolution required: (Ordinary/ Special) Resolution No. 6									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Promoter and Promoter Group	E-voting	1433847039	1433847039	100.00	1433847039	0	100.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	0.00
Public-Institutions	E-voting	565962140	173558203	30.67	106997444	66560759	61.65	38.35	38.35
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	0.00
Public Non-institutions	E-voting	846067455	14722853	17.40	21633942	12558911	14.69	85.31	85.31
	Poll		21955	0.00	21755	200	99.09	0.91	0.91
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	0.00
Total		2845876634	1754650050	61.66	1562500180	192149870	89.05	10.95	10.95
To ratify the Cost Auditors' remuneration for the financial year 2015-16									
Resolution required: (Ordinary/ Special) Resolution No. 7									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Promoter and Promoter Group	E-voting	1433847039	1433847039	100.00	1433847039	0	100.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	0.00
Public-Institutions	E-voting	565962140	202746561	35.82	202746561	0	100.00	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	0.00
Public Non-institutions	E-voting	846067455	20375196	23.92	202361513	13683	99.99	0.01	0.01
	Poll		21955	0.00	21529	426	98.06	1.94	1.94
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00	0.00
Total		2845876634	1838990751	64.62	1838976642	14109	99.99	0.01	0.01



To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, 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, 2016 and the Report of Auditors thereon									
Category	Mode of Voting	Ordinary							
		No	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
Promoter and Promoter Group	E-voting	(1)	1433847039	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(3)*100	(7)=(5)/(2)*100
	Poll		1433847039	1433847039	100.00	1433847039	0	100.00	0.00
	Postal Ballot (Not applicable)			0	0.00	0	0	0.00	0.00
	Total								
Public-Institutions	E-voting		565962140	202746561	35.82	202746561	0	100.00	0.00
	Poll			0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)			0	0.00	0	0	0.00	0.00
	Total								
Public Non-institutions	E-voting		846067455	202383241	23.92	202383241	61229	99.97	0.03
	Poll			21329	0.00	21309	20	99.91	0.09
	Postal Ballot (Not applicable)			0	0.00	0	0	0.00	0.00
	Total								
Total									
			2845876634	1838998170	64.62	1838998921	61249	99.99	0.01
To consider and approve issue of further securities									
Resolution required: (Ordinary/ Special) Resolution No. 9									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Promoter and Promoter Group	E-voting	No	1433847039	1433847039	100.00	1433847039	0	100.00	0.00
	Poll			0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)			0	0.00	0	0	0.00	0.00
	Total								
Public-Institutions	E-voting		565962140	202746561	35.82	202746561	0	100.00	0.00
	Poll			0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)			0	0.00	0	0	0.00	0.00
	Total								
Public Non-institutions	E-voting		846067455	202378760	23.92	202342536	36224	99.98	0.02
	Poll			21755	0.00	21329	426	98.04	1.96
	Postal Ballot (Not applicable)			0	0.00	0	0	0.00	0.00
	Total								
			2845876634	1838994115	64.62	1838957465	36650	99.99	0.01
To consider and approve issue of Non-Convertible Debentures on Private Placement									
Resolution required: (Ordinary/ Special) Resolution No. 10									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Promoter and Promoter Group	E-voting	No	1433847039	1433847039	100.00	1433847039	0	100.00	0.00
	Poll			0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)			0	0.00	0	0	0.00	0.00
	Total								
Public-Institutions	E-voting		565962140	202158561	35.72	193528805	8629756	95.73	4.27
	Poll			0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)			0	0.00	0	0	0.00	0.00
	Total								
Public Non-institutions	E-voting		846067455	202382460	23.92	200924846	1457614	99.28	0.72
	Poll			21755	0.00	21029	726	96.66	3.34
	Postal Ballot (Not applicable)			0	0.00	0	0	0.00	0.00
	Total								
			2845876634	1838409815	64.60	1828321719	10088096	99.45	0.55
To consider and approve Ashok Leyland Employees Stock Option Plan 2016									
Resolution required: (Ordinary/ Special) Resolution No. 11									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Promoter and Promoter Group	E-voting	No	1433847039	1433847039	100.00	1433847039	0	100.00	0.00
	Poll			0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)			0	0.00	0	0	0.00	0.00
	Total								
Public-Institutions	E-voting		565962140	173558203	30.67	118633785	54924418	68.35	31.65
	Poll			0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)			0	0.00	0	0	0.00	0.00
	Total								
Public Non-institutions	E-voting		846067455	134175814	15.86	84550468	49625346	63.01	36.99
	Poll			21955	0.00	21855	100	99.54	0.46
	Postal Ballot (Not applicable)			0	0.00	0	0	0.00	0.00
	Total								
			2845876634	1741603011	61.20	1637053147	104549864	94.00	5.00





B. CHANDRA
Practising Company Secretary

AG3, Ragamalika,
#26, Kumaran Colony Main Road,
Vadapalani, Chennai - 600 026.

E-mail : bchandra1@gmail.com
bchandrasec@gmail.com
H/P : 9840276313, 9840375053, 7358269819

FORM NO. MGT - 13

Report of the Scrutinizer(s)

[Pursuant to 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 22nd July 2016

To

The Chairman,
of the Annual General Meeting of the Equity Shareholders of ASHOK LEYLAND LIMITED, held on 21st July, 2016 at "The Music Academy, Madras", New No.168(Old No.306), TTK Road, Royapettah, Chennai-600 014 at 3.00p.m.

Subject: Voting at Annual General Meeting -Ordinary &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 and Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

I, **B Chandra**, Practising Company Secretary, having my office at AG3, Ragamalika, No 26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the letter dated June 06, 2016, for the purpose of remote e- voting and through ballot, at the Annual General Meeting of the Equity Shareholders of ASHOK LEYLAND LIMITED held on 21st July, 2016 at "The Music Academy,



Madras", New No.168(Old No.306),TTK Road,Royapettah,Chennai-600 014 at 3.00 p.m.on the below mentioned resolutions, hereby submit my report as under:

a.	Pursuant to Section 101, 108 of the Act and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, the Notice convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email ids were available) and to the other shareholders by registered post on the 27 th June, 2016 and subsequently, the Notice convening was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited(NSDL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Business Standard" of wide circulation on 28.06.2016 and a vernacular newspaper "Dhinamani" on the same date.
c.	The remote e-voting period commenced on July17, 2016 at 09:00 A.M. and ended on the close of July 20 , 2016 at 05:00 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on July 20, 2016at 05:00 P.M, the NSDL portal was blocked for voting.
e.	The List of shareholders who cast their votes through remote e voting were unblocked after the completion of the Annual General Meeting in the presence of two witnesses on the July 21, 2016.
f.	The Corporate members who had participated in the remote e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e voting.

At the Annual General Meeting held at the scheduled time, date and venue, the Chairman announced a poll through ballot taking into account the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs dated19-03-2015.

The polling papers in Form MGT-12as per Companies (Management & Administration) Rules, 2014were distributed to the shareholders present. The shareholders cast their votes in the two ballot boxes kept at convenient locations in the Venue.



1. At the time fixed for closing of the poll by the Chairman both the ballot boxes kept for polling were locked in my presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	1. To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, 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, 2016 together with the Report of Auditors thereon.	Ordinary
2	To declare a dividend for the year ended March 31, 2016.	Ordinary
3	To appoint a Director in place of Mr. A K Das (DIN : 00122913), who retires by rotation in terms of Article 106 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.	Ordinary
4	To appoint Messrs M S Krishnaswami & Rajan and Messrs Deloitte Haskins & Sells LLP as Joint Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.	Ordinary
5	Appointment of Dr. Andrew C Palmer (DIN 02155231) as an Independent Director	Ordinary
6	Re-appointment of Mr. Vinod K Dasari (DIN 00345657) as Chief Executive Officer and Managing Director	Ordinary
7	To ratify Cost Auditors' Remuneration for the financial	Ordinary



	year 2015-16	
8	To consider and approve payment of Commission to the Non-Executive Directors	Ordinary
9	To consider and approve issue of further securities	Special
10	To consider and approve issue of Non-Convertible Debentures on Private Placement	Special
11	To consider and approve Ashok Leyland Employees Stock Option Plan 2016	Special

On the conclusion of the Annual General Meeting, the votes cast through remote e-voting was unblocked and were available for viewing by the undersigned. The votes cast through e voting and through ballot in the venue of the Annual General Meeting were duly considered after ignoring duplicates votes cast, if any, pursuant to the extant rules.

A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.

The results of the remote e-voting by electronic means and ballot voting are as follows:

The details of the number of members present and voting in person or by proxy and the valid / invalid votes in respect of each of the resolutions are given below.

Resolution S.No	Number of members who cast their votes either by e-voting/ poll in the AGM		Number of valid Votes	Number of invalid voting
	ASSENT	DISSENT		
1	852	116	1740423688	170
2	966	9	1839007678	174
3	886	69	1825924351	165
4	918	39	1838985751	167



5	916	41	1838985364	165
6	789	161	1754650050	163
7	925	24	1838990751	174
8	844	107	1838998170	164
9	912	37	1838994115	173
10	877	80	1838409815	174
11	772	188	1741603011	164

The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below.

E VOTING & POLL						
Resolution S.No	No. of VOTES CAST IN FAVOUR	No. of VOTES CAST AGAINST	Total - Valid Votes	Assent %	Dissent %	Passed with requisite majority/Not Passed
1	1517922553	222501135	1740423688	87.22	12.78	Passed
2	1839003917	3761	1839007678	99.99	0.01	Passed
3	1808254205	17670146	1825924351	99.03	0.97	Passed
4	1836360963	2624788	1838985751	99.86	0.14	Passed
5	1838972671	12693	1838985364	99.99	0.01	Passed
6	1562500180	192149870	1754650050	89.05	10.95	Passed
7	1838976642	14109	1838990751	99.99	0.01	Passed
8	1838936921	61249	1838998170	99.99	0.01	Passed
9	1838957465	36650	1838994115	99.99	0.01	Passed
10	1828321719	10088096	1838409815	99.45	0.55	Passed
11	1637053147	104549864	1741603011	94.00	6.00	Passed



Since the requisite no. of votes cast in favourexceeded the no. of votes cast against in respect of resolutions in S No 1 to 8 and the no. of votes cast in favour were not less than three times the votes cast against in respect of resolutions in S No 9 to 11, I hereby report that the above resolutionswere passed with requisite majority.

4. The poll papersand all other relevant records were sealed and handed over to the Company Secretary/~~Director~~ authorized by the Board for safe keeping.
5. The data sheet relating to e-voting and other related papers/registers, records 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 faithfully,

FOR ASHOK LEYLAND LIMITED


N. RAMANATHAN
Company Secretary



B CHANDRA
Company Secretary in Practice
CP No 7859

Encl: Polling Papers 47 in number.