

# NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventy Second Annual General Meeting (AGM) of Ashok Leyland Limited will be held on **Wednesday, September 8, 2021 at 3.00 P.M. IST** through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following businesses:

## ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, 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, 2021 together with the Report of Auditors thereon.
2. To declare a dividend for the year ended March 31, 2021.
3. To appoint a Director in place of Mr. Gopal Mahadevan (DIN: 01746102) who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) Dr. C Bhaktavatsala Rao (DIN: 00010175), who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 2, 2020 and who holds office up to the date of the ensuing Annual General Meeting of the Company, being eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) Dr. Andrew C Palmer (DIN: 02155231), who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 7, 2021 and who holds office up to the date of the ensuing Annual General Meeting of the Company, being eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED** that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies

(Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Jose Maria Alapont (DIN: 07712699), who was appointed as an Independent Director and who holds office of Independent Director up to January 24, 2022 and being eligible, be and is hereby re-appointed 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 on the Board of the Company from January 25, 2022 till January 24, 2027."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED** that pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and the ordinary resolution passed by the members through postal ballot on February 28, 2020, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the members do hereby ratify and confirm the remuneration of ₹10,62,60,978/- paid/payable to Mr. Vipin Sondhi (DIN: 00327400), Managing Director and Chief Executive Officer for the financial year 2020-21 as the minimum remuneration as per the terms of his appointment, including in particular an amount of ₹9,02,02,598/- paid/payable to him during the financial year 2020-21 being the amount in excess of the limits prescribed under the provisions of Section 197 read with Schedule V of the Act, in view of no profits for the financial year 2020-21.
- RESOLVED FURTHER** that the Board of Directors or Nomination and Remuneration Committee thereof, be and is hereby, authorized to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED** that pursuant to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and the ordinary resolution passed by the members at the AGM on July 31, 2019, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the members do hereby ratify and confirm the remuneration of ₹4,79,67,418/- paid/payable to Mr. Gopal Mahadevan (DIN: 01746102), Whole-time Director and Chief Financial Officer for the financial year 2020-21 as the minimum remuneration as per the terms of his appointment, including in particular an amount of ₹3,19,09,038/- paid/payable to him during the financial year 2020-21 being the amount in excess of the limits prescribed under the provisions of Section

# NOTICE TO SHAREHOLDERS

197 read with Schedule V of the Act in view of no profits for the financial year 2020-21.

**RESOLVED FURTHER** that the Board of Directors or Nomination and Remuneration Committee thereof, be and is hereby, authorized to take such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof), consent of the Company be and is hereby accorded for payment of a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, in addition to the sitting fees for attending the meeting(s) of the Board of Directors of the Company or any Committee thereof be paid to the Non-Executive Directors of the Company in such amounts or proportions and in such manner as may be decided by the Nomination and Remuneration Committee/Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from the financial year 2021-22."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the provisions of Sections 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded for payment of remuneration to the Non- Executive Directors of the Company for the financial year 2020-21, as detailed hereunder:

S. No.	Name of the Director	₹ in Lakhs
1.	Prof. Dr. Andreas H Biagosch, Independent Director	37.98
2.	Dr. Andrew C Palmer, Non-Independent Director*	27.57
3.	Mr. Jean Brunol, Independent Director	26.45
4.	Mr. Jose Maria Alapont, Independent Director	29.68
5.	Ms. Manisha Girotra, Independent Director	27.86
6.	Mr. Sanjay K Asher, Independent Director	31.55
7.	Mr. Saugata Gupta, Independent Director	27.16

\* Independent Director up to July 1, 2021 and continues to be a Non Independent Non-Executive Director w.e.f. July 7, 2021, subject to the approval of the shareholders.

**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its discretion deem desirable, necessary, expedient, usual or proper to implement this resolution."

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED** that pursuant to the provisions of Sections 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded for payment of remuneration to the Non-Executive Directors of the Company for the financial year 2020-21, as detailed hereunder:

S. No.	Name of the Director	₹ in Lakhs
1.	Mr. Dheeraj G Hinduja, Chairman	68.00
2.	Dr. C Bhaktavatsala Rao, Non Executive Director	38.75

**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its discretion deem desirable, necessary, expedient, usual or proper to implement this resolution."

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Geeyes & Co., Cost and Management Accountants, (Firm Registration No.000044), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ended March 31, 2021, amounting to ₹7,00,000/- (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified."

By Order of the Board

Chennai  
July 07, 2021

**N Ramanathan**  
Company Secretary

Registered Office:  
1, Sardar Patel Road, Guindy  
Chennai - 600 032  
CIN: L34101TN1948PLC000105  
Tel: +91 44 2220 6000 Fax: +91 44 2220 6001  
E-mail: [secretarial@ashokleyland.com](mailto:secretarial@ashokleyland.com)  
Website: [www.ashokleyland.com](http://www.ashokleyland.com)

# NOTICE TO SHAREHOLDERS

## NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read with circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, September 2, 2021 to Wednesday, September 8, 2021 (both days inclusive) for the purpose of ensuing AGM of the Company.
3. The relevant Explanatory Statement pursuant to Section 102 of Act, setting out material facts in respect of businesses under item nos. 4 to 12 of the Notice, is annexed hereto. Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at this AGM are also annexed.
4. At the sixty eighth AGM held on July 21, 2017 the Members approved appointment of Price Waterhouse & Co Chartered Accountants LLP (FRN 304026E/E300009), Chennai as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the seventy third AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the seventy second AGM.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutinizer by email through its registered email address to [scrutiniserbc@gmail.com](mailto:scrutiniserbc@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
7. Members are requested to note that, dividends if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members / Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to Corporate Governance Report which is part of this Annual Report.
8. Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the information on unclaimed dividend as on March 31, 2021 was filed with the MCA and hosted on the website of the Company. During the financial year 2021 an amount of ₹ 77,33,371/- (unclaimed dividend for the financial year 2012-13) was transferred to IEPF Authority during September 2020.
9. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.ashokleyland.com](http://www.ashokleyland.com), websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 1, 2021 through email to [secretarial@ashokleyland.com](mailto:secretarial@ashokleyland.com). The same will be replied by the Company suitably.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [secretarial@ashokleyland.com](mailto:secretarial@ashokleyland.com).
12. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Act, read with the Rules made thereunder are requested to send the prescribed Form SH-13 to the Corporate / Registered Office of the Company. Any change or cancellation of the nomination already given is to be given in Form SH-14. Form SH-13 and Form SH-14 are available on the Company's website in the investors section for download.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number, ECS mandates, nominations, power of attorney, bank account details, etc., to their Depository Participant(s) in case the shares are held by them in electronic form and to Integrated Registry management Services Private Limited ("RTA"), "Kences Towers", 2nd Floor, No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017 in case the shares are held by them in physical form.

# NOTICE TO SHAREHOLDERS

14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company / RTA, for consolidation into a single folio.
15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2020, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM, i.e., Wednesday, September 8, 2021.
17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
18. **Voting and Joining Annual General Meeting through electronic means:**
  - (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, and January 13, 2021 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
    - (ii) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
    - (iii) The “cut-off date” for determining the eligibility for voting through remote electronic voting system is fixed as Wednesday, September 1, 2021. The remote e-voting period commences on Saturday, September 4, 2021, at 9.00 a.m. IST and ends on Tuesday September 7, 2021 at 5.00 p.m. IST. During this period, a person whose name is recorded in the Register of Members or in the Register of Beneficiary Owners maintained by the depositories, as on the cut-off date, i.e., Wednesday, September 1, 2021 shall be entitled to avail the facility of remote e-voting. The remote-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
    - (iv) The instructions for Members of Remote e-voting and Joining General Meeting are given herein below.

## How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

# NOTICE TO SHAREHOLDERS

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;">  <span style="margin: 0 10px;">App Store</span>  <span style="margin: 0 10px;">Google Play</span> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

# NOTICE TO SHAREHOLDERS

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

## B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Members section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

# NOTICE TO SHAREHOLDERS

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutiniserbc@gmail.com](mailto:scrutiniserbc@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name,

client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC / OAVM link" placed under "Join General meeting" menu against Company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

# NOTICE TO SHAREHOLDERS

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at [secretarial@ashokleyland.com](mailto:secretarial@ashokleyland.com) from August 30, 2021 (9:00 a.m. IST) to August 31, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

## Details on Tax Deduction at Source (TDS) On Dividend Distribution

Dividend income is taxable in the hands of Shareholders and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Income Tax Act, 1961. The Shareholders are requested to update their PAN with the Company / Integrated Enterprises (India) Private Ltd ("Integrated") (in case of shares held in physical mode) and with the Depositories / Depository Participants (in case of shares held in dematerialized mode).

### Resident Shareholders:

For Resident Shareholders, who have provided valid PAN, tax shall be deducted at source under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend.

Tax shall be deducted at source at 20% wherein—

- a) Shareholders do not have a valid PAN / have not registered their valid PAN details in their account / with the Company / Integrated,
- b) Shareholders classified as specified persons under Section 206AB

No tax shall be deducted on the dividend payable to a resident individual if

- (a) The aggregate amount of dividend [interim, final or by any other name called] during Financial Year 2021-22 does not exceed ₹ 5,000 for a resident individual Shareholder having valid PAN; or
- (b) In cases where the individual Shareholder provides Form 15G / Form 15H and meets all the required eligibility conditions, or
- (c) Exemption certificate is issued by the Income-tax Department, if any.

Apart from above cases, following categories of Shareholders are exempt from tax deduction at source as per Section 194, 196, 197A of the Income Tax Act, 1961 and / or notification by CBDT:

- a) Life Insurance Corporation of India [clause (a) to 2nd proviso to section 194]
- b) General Insurance Corporation of India / The New India Assurance Company Ltd / United India Insurance Company Ltd / The Oriental Insurance Company Ltd / National Insurance Company Ltd [clause (b) to 2nd proviso to section 194]
- c) Any other Insurer in respect of any shares owned by it or in which it has full beneficial interest [clause (c) to 2nd proviso to section 194]

- d) Dividend income credited / paid to a "business trust", as defined in clause (13A) of section 2, by a special purpose vehicle referred to in the Explanation to clause (23FC) of section 10; [clause (d) to 2nd proviso to section 194]
- e) Government [section 196(i)]
- f) Reserve Bank of India [section 196(ii)]
- g) A corporation established by or under a Central Act which is, under any law for the time being in force, exempt from Income-Tax on its Income [section 196(iii)]
- h) Mutual Fund whose income is exempt u/s 10(23D) read with section 196(iv).
- i) any person for, or on behalf of, the New Pension System Trust referred to in section 10(44) [subsection 1E to section 197A]
- j) Category I or a Category II Alternative Investment Fund established in India whose income is exempt under Section 10(23FBA) (registered with SEBI as per section 115UB) as per Notification 51/2015
- k) Recognised Provident fund, Approved gratuity fund, Approved superannuation fund or any other entity entitled to exemption from TDS / covered under circular 18/2017 dated May 29, 2017.

Shareholders are requested to file their appropriate declarations with necessary self-attested documentary evidence using the link at <https://www.integratedindia.in/ExemptionFormSubmission.aspx>

### Non-resident Shareholders:

For Foreign Portfolio Investor (FPI)/Foreign Institutional Investors ('FIIs') category Shareholders, taxes shall be deducted at source under Section 196D of the Act at 20% (plus applicable surcharge and cess).

For other Non-resident Shareholders, taxes are required to be deducted in accordance with the provisions of Section 195 of the Income Tax Act, 1961, at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the tax shall be deducted at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them.

Further, in absence of valid PAN, tax will be deducted at a higher rate of 20% as per Section 206AA of the Act. Further, in case where PAN is not updated with the Company RTA or information sought in the declaration are not provided, higher rate of withholding tax as per Section 206AA shall be applied.

However, in case of a non-resident Company, 206AA shall not apply in respect of payments in the nature of dividend, if the shareholder furnishes the following details and the documents specified in sub-rule (2) of Rule 37BC of the Income-tax Rules, 1962 to Ashok Leyland:

- Name, e-mail id, contact number;
- Address in the country or specified territory outside India of which the deductee is a resident;
- Tax Residency Certificate (TRC): A certificate of his being resident in any country or specified territory outside India from the Government of that country or specified territory if the law of that country or specified territory provides for issuance of such certificate
- Tax Identification Number of the deductee in the country or specified territory of his residence and in case no such number

# NOTICE TO SHAREHOLDERS

is available, then a unique number on the basis of which the deductee is identified by the Government of that country or the specified territory of which he claims to be a resident.

FPI/FIIs and the Non-resident Shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder, if they are more beneficial to them.

To avail benefit of rate of deduction of tax at source under DTAA, such Non-resident Shareholders / FPI will have to provide the following:

1. Self-attested copy of the PAN allotted by the Indian Income Tax authorities;
2. Tax Residency Certificate from the jurisdictional tax authorities confirming residential status for FY 2021-22.
3. Declaration by the non- resident in prescribed Form 10F.
4. Self-declaration by the Non-resident Shareholder as to:
  - i. Eligibility to claim tax treaty benefits based on the tax residential status of the Shareholder, including having regard to the satisfaction of the place of effective management (POEM), principal purpose test, GAAR, Simplified Limitation of Benefit test (wherever applicable), as regards the eligibility to claim recourse to concerned Double Taxation Avoidance Agreements with India;
  - ii. No Permanent Establishment / fixed base in India in accordance with the applicable tax treaty;
  - iii. Shareholder being the beneficial owner of the dividend income to be received on the equity shares.

In case of non-resident Shareholder, having permanent establishment in India, if they are classified as “specified person” as per the provision of section 206AB, tax will be deducted at rate higher of

- (a) twice the rate as per the provisions of Income Tax Act, 1961; or
- (b) twice the rate in force; or
- (c) 5%.

## General:

Shareholders holding shares in dematerialized mode, are requested to update their records such as tax residential status, permanent account number (PAN), registered email addresses, mobile numbers and other details with their relevant depositories through their depository participants. Shareholders holding shares in physical mode are requested to furnish details to the Company's registrar and share transfer agent. The Company is obligated to deduct tax at source (TDS) based on the records available with RTA and no request will be entertained for revision of TDS return.

In order to enable us to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Income-tax Act, 1961, we request Resident Shareholders and Non-Resident Shareholders to upload the details and documents referred to in this Notice in the format provided by us and as applicable to you on the link at <https://www.integratedindia.in/ExemptionFormSubmission.aspx>. No communication on the tax determination / deduction shall be entertained beyond 5.00 p.m. on Friday, September 3, 2021.

Deduction of tax at a rate lower than statutory rate or no deduction of tax shall depend upon the completeness of the documents and the satisfactory review of the forms and the documents, submitted by Resident Shareholders, to the Company / Integrated. In case of individual shareholders, reporting of Aadhaar number in lieu of PAN shall be treated as valid compliance and accordingly PAN shall not be mandated in such cases.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review of the documents submitted by Non- Resident Shareholder / FPI, to the Company / Integrated. Incomplete and / or unsigned forms, declarations and documents will not be considered by the Company for granting any exemption. Decision of the Company with respect to the validity of any document will be final.

In case of any discrepancy in documents submitted by the Shareholder the Company will deduct tax at higher rate as applicable, without any further communication in this regard. Tax deducted by the Company is final and the Company shall not refund / adjust the tax so deducted subsequently. It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the details / documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such higher taxes deducted.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

## Explanatory statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of Companies Act, 2013 (“the Act”), the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 12 of the accompanying notice.

### Item No.4

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Dr. C. Bhaktavatsala Rao (DIN: 00010175), as an Additional Director liable to retire by rotation, on September 2, 2020, subject to approval of the shareholders.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 106 of the Articles of Association of the Company, Dr. C. Bhaktavatsala Rao shall hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director.

Keeping in view that Dr. C. Bhaktavatsala Rao has over 46 years of diverse experience in driving business and organizational growth in reputed world-class Indian companies, it would be in the best interest of the Company to appoint him as Director of the Company.

A brief profile of Dr. C Bhaktavatsala Rao (“Dr. C B Rao”) is given below:

Dr. C. Bhaktavatsala Rao received his Ph.D. Degree in Industrial Management and M.Tech. Degree in Industrial Engineering from the Indian Institute of Technology, Madras, Chennai. He received his B.E. Degree in Mechanical Engineering from Sri Venkateswara University, Tirupati.

# NOTICE TO SHAREHOLDERS

Dr. C. B. Rao has over 46 years of diversified experience in driving business and organisational growth in reputed world-class Indian companies, including subsidiaries of global MNCs. He served as Managing Director and Executive Chairman of Hospira Healthcare India Private Limited, a Pfizer Company (2010-2015). Prior to that, he was Deputy Managing Director of Orchid Pharma (1998-2010) and Head of Corporate Planning of Ashok Leyland and Hinduja Group (1978-1998). His initial assignments were in State Bank of India, Tata Motors, and Scooters India (1974-1978).

Dr. C. B. Rao expertise and experience covers pharmaceutical and automobile industries as well as other industries. Dr. C. B. Rao executed several growth projects in globally networked multinational environments, establishing facilities, and building organisations. He spearheaded many value-adding initiatives in the companies he was associated with – from conceptualisation to commercialisation. Widely travelled internationally, Dr. C. B. Rao structured industry-leading global business development and strategic alliances.

Dr. C. B. Rao serves as Chair Professor in Management Studies at the Indian Institute of Technology, Madras, Chennai. He also supports select global and Indian corporations as Senior Advisor. Dr. C. B. Rao is a creative and prolific writer, contributing numerous papers to reputed forums. He has authored and published nine academic books on strategy and leadership under his LeaderCrest banner over the last five years.

Dr C. B. Rao holds 1,690 equity shares in the Company as per the declaration given by him.

Details of Dr C. B. Rao whose appointment as an Non-Executive Director is proposed at Item No. 4 is provided in the “Annexure” to the Notice pursuant to the provisions of SEBI Listing Regulations and the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution except Dr. C. B. Rao and his relatives.

The Board recommends the resolution set forth for the approval of the Members.

## Item No.5

Dr. Andrew C Palmer was re-appointed as an Independent Director of the Company by the shareholders at the Annual General Meeting held on September 2, 2020 for a period of five years till November 3, 2025. On account of his decision to take up a whole-time position in Switch Mobility Limited, United Kingdom, a step- subsidiary of the Company, he resigned as an Independent Director from the Company on July 1, 2021. Considering his rich experience in the auto industry, the Board through circular resolution dated July 7, 2021 had approved the appointment of Dr. Andrew C Palmer as an Additional Director (non-independent) of the Company.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors vide circular resolution dated July 7, 2021 respectively appointed Dr. Andrew C Palmer (DIN: 02155231), as an Additional Director subject to approval of the shareholders at the ensuing Annual General Meeting of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 106 of the Articles of Association of the Company, Dr. Andrew C Palmer shall hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as

a Director liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director.

Keeping in view that Dr. Andrew C Palmer has over rich experience in the auto sector, it would be in the best interest of the Company to appoint him as Director of the Company.

A brief profile of Dr. Andrew C Palmer is given below:

Dr. Andrew C Palmer CMG FIMechE is an English Engineer and businessman. He got his Master’s degree (MSc) in Product Engineering and Doctorate (PhD) in Engineering; is a Chartered Engineer, a Fellow of the Institution of Mechanical Engineers; and Fellow of The Royal Academy of Engineering. Dr. Andrew C Palmer, has over 41 years of Automotive industry experience and was named by Auto Express as the most influential British person in the industry in the past 30 years.

In 2010 Coventry University awarded him an Honorary Doctorate of Technology and in 2014 he was appointed Professor, advising the university in the automotive field.

He is the Founder and CEO of Palmer Automotive Limited and serves as Chairman of Optare Limited, Executive Chairman and CEO of Switch Mobility Limited UK from 2020 and Non-Executive Chairman of Hilo Limited from 2021. He was the President and CEO of Aston Martin from 2014 to 2020, and non-Executive Director from 2016-2021 of Secured by Designs Limited. In 2017, he was appointed as Chairman of the productivity and skills commission of the new West Midlands Combined Authority (WMCA). Dr. Andrew C Palmer was previously the Chief Planning Officer, executive Vice-President and member of the Executive Committee of Nissan Motor Company, reporting directly to Nissan’s President and CEO, Mr. Carlos Ghosn. Dr. Andrew C Palmer shared the Chief Operating Officer role with two Nissan executives. Dr. Andrew C Palmer was also Chairman of Infiniti, and President of Nissan Motor Light Truck Co, a member of the Board of Directors of Nissan (China) Investment Company (NCIC), and of Nissan’s joint ventures with the Company.

He has been called an “Engineer-Turned-Marketing Guru [with a] raw instinct.”

Details of Dr. Andrew C Palmer whose appointment as an Non-Executive Director is proposed at Item No. 5 is provided in the “Annexure” to the Notice pursuant to the provisions of SEBI Listing Regulations and the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board recommends the Ordinary Resolution for approval by the members of the Company for the appointment of Dr. Andrew C Palmer as Director liable to retire by rotation. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution No.5 except Dr. Andrew C Palmer and his relatives.

## Item No.6

Mr. Jose Maria Alapont (DIN: 07712699) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds the office as an Independent Director of the Company till January 24, 2022.

The Nomination and Remuneration Committee (“NRC”) of the Board of Directors, based on the report of performance evaluation of the Independent Directors, has recommended the re-appointment of

# NOTICE TO SHAREHOLDERS

Mr. Jose Maria Alapont as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company from January 25, 2022 to January 24, 2027.

The Board, based on the performance evaluation of Mr. Jose Maria Alapont as an Independent Director and as per the recommendation of the NRC, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Jose Maria Alapont would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint, Mr. Jose Maria Alapont as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company for the periods specified above respectively.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") inter-alia prescribe that an independent director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Jose Maria Alapont is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declarations from Mr. Jose Maria Alapont that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Jose Maria Alapont fulfill the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Jose Maria Alapont is independent of the management.

Details of Mr. Jose Maria Alapont whose re-appointment as an Independent Director is proposed at Item 6 is provided in the "Annexure" to the Notice pursuant to the provisions of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letter of re-appointment of Mr. Jose Maria Alapont setting out the terms and conditions of appointment are available for inspection.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution except Mr. Jose Maria Alapont and his relatives.

The Board recommends the resolution set forth for the approval of the Members.

## Item Nos.7 & 8

Mr. Vipin Sondhi was appointed as the Managing Director and Chief Executive Officer ("MD & CEO") for a period of five years from December 12, 2019 to December 11, 2024, by means of an Ordinary Resolution through Postal Ballot during February 2020 on the terms and conditions including payment of remuneration as mentioned therein.

Mr. Gopal Mahadevan was appointed as Whole-time Director and Chief Financial Officer ("WTD & CFO") for a period of five years from

May 24, 2019 to May 23, 2024 by means of an Ordinary Resolution passed by the Members at the seventieth Annual General Meeting of the Company held on July 31, 2019 on the terms and conditions including payment of remuneration as mentioned therein.

At the time of their appointment, the Company had adequate profits and the remuneration paid / payable to Mr. Vipin Sondhi and Mr. Gopal Mahadevan was within the limits prescribed under the Companies Act, 2013. However, during the ongoing COVID-19 pandemic and also due to lack of demand in the commercial vehicle industry, the business of the Company has been going through a lean patch and as a result of the same, the revenue of the Company dropped significantly during 2020-21. Owing to the aforesaid factors, the financial performance of the Company in the financial year ended March 31, 2021, has not met expectations and hence the Company has inadequate profits for the financial year 2020-21 and reported losses for the period ended March 31, 2021.

As a result of the above, the remuneration paid / payable to Mr. Vipin Sondhi and Mr. Gopal Mahadevan for the financial year 2020-21 exceeds the limits (excluding retiral benefits) specified under Section 197 of the Companies Act, 2013, read with Schedule V thereto as amended as on date. The Board of Directors of the Company believes that the remuneration as previously approved by the members of the Company and the remuneration paid / payable to Mr. Vipin Sondhi and Mr. Gopal Mahadevan is justified in terms of their roles and responsibilities in the Company.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a Company having inadequate / no profits, may subject to certain conditions including the passing of a special resolution, pay such remuneration to its managerial personnel as may be decided by the Nomination and Remuneration Committee / Board of Directors. Accordingly, the Nomination and Remuneration Committee and the Board have at their respective meeting(s) held on June 24, 2021, subject to the approval of the members of the Company, accorded their approvals for payment of remuneration to Mr. Vipin Sondhi and Mr. Gopal Mahadevan for the financial year 2020-21 as approved at the time of their appointment.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditors, if any.

The details of remuneration of Mr. Vipin Sondhi, MD & CEO as originally approved by the members through postal ballot is as under:

## A. FIXED COMPENSATION

Basic Salary, Allowances, Retiral benefits, etc., not exceeding ₹ 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs only) per annum with liberty to the Nomination and Remuneration Committee and the Board of Directors to alter and vary the terms and conditions of the fixed compensation in such manner as may be agreed between the Company and the MD & CEO.

Annual increments will be decided and approved by the Nomination and Remuneration Committee and the Board, based on the performance of MD & CEO and the Company.

## B. ANNUAL PERFORMANCE PAY

The target Annual Performance Pay shall be ₹ 7,50,00,000/- (Rupees Seven Crore Fifty Lakhs only). Annual Performance Pay is based on the performance of the Company as well as contributions made by the MD & CEO, as may be decided by the Nomination and Remuneration Committee and the Board.

# NOTICE TO SHAREHOLDERS

100% of the Annual Performance Pay is payable at achievement of targets. Substantial outperformance may lead to payment of up to 150% of the target amount.

## C. OTHER TERMS

- a) In addition to the above, MD & CEO will be entitled to residential security, Company owned / leased and maintained cars with drivers, and reimbursement of non-domiciliary medical expenses for family and dependent parents. Based on mutual convenience, the Company may choose reimbursement of cost of drivers and security at the residence.
- b) Club fee, other perquisites, allowances, insurance, retiral benefits including Gratuity and Provident Fund, etc., shall be as applicable to the Senior management personnel of the Company.
- c) For the purpose of calculating the perquisites (including share based payment) and allowances, these shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company in providing such perquisites and allowances.
- d) No sitting fee for meetings of the Board or Committees thereof attended by him during his tenure as MD & CEO.
- e) Such number of stock options as may be granted and recommended by the Nomination and Remuneration Committee from time to time.

## D. OVERALL REMUNERATION

The Nomination and Remuneration Committee/Board as it may in its absolute discretion deem fit, revise the remuneration payable to MD & CEO, during any financial year, during currency of the tenure of office of MD & CEO, in such manner as may be agreed to between the Nomination and Remuneration Committee/Board and MD & CEO, subject to the condition that the remuneration by way of salary, perquisites, annual performance pay, commission, allowances and other benefits, shall be within the limits permissible under Section 197, read with Schedule V of the Act.

## E. MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits, or its profits are inadequate, the Company will pay to the MD & CEO, remuneration as specified above in paras A, B and C.

The details of remuneration of Mr. Gopal Mahadevan, WTD & CFO as originally approved by the members at the seventieth AGM is as under:

### A. Fixed Compensation

Basic Salary, Perquisites, Allowances, Retiral benefits, etc.: ₹ 3,45,00,000/- (Rupees Three Crores Forty-Five Lakhs only) per annum with liberty to the Nomination and Remuneration Committee and the Board of Directors to alter and vary the terms and conditions of the fixed compensation in such manner as may be agreed between the Company and the WTD & CFO.

The annual increments will be decided and approved by the Nomination and Remuneration Committee and the Board of Directors based on his and the Company's performance.

## B. Annual Performance Pay/Commission

In addition, Annual Performance Pay and Commission, shall be based on the Company's performance and contributions made by the WTD & CFO, as may be decided by the Nomination and Remuneration Committee and the Board of Directors.

## C. Others

- a) Perquisites, allowances, insurance, retiral benefits including Gratuity and Provident Fund, etc., shall be as per the Policy of the Company.
- b) Club fee as per Company Policy in force, as applicable to the Senior Management personnel of the Company.
- c) For the purpose of calculating the perquisites (including share based payment) and allowances, these shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost incurred by the Company in providing such perquisites and allowances.
- d) No sitting fee for meetings of the Board or Committees thereof attended by him during his tenure as WTD & CFO.

## D. Overall Remuneration

The Board may revise the remuneration payable to WTD, during any financial year, during currency of the tenure of office, in such manner as may be agreed to between the Nomination and Remuneration Committee/Board of Directors and WTD, subject to the condition that the remuneration by way of salary, perquisites, annual performance pay, commission, allowances and other benefits, shall be within the limits permissible under Section 197 of the Act.

## E. Minimum Remuneration

In the event of any loss or inadequacy of profits for any financial year, the Nomination and Remuneration Committee/Board of Directors shall approve the remuneration payable to WTD & CFO, during such financial year, in such manner as agreed to between the Nomination and Remuneration Committee/Board of Directors and WTD & CFO, however, not exceeding the maximum limits specified in this behalf under Schedule V to the Act.

The approval of the members is being sought for the payment of remuneration to Mr. Vipin Sondhi, MD & CEO and Mr. Gopal Mahadevan, WTD & CFO for the financial year for the period from April 1, 2020 to March 31, 2021.

Except Mr. Vipin Sondhi and his relatives to the extent of their shareholding interest, if any, in the Company for item no. 7 and Mr. Gopal Mahadevan and his relatives to the extent of their shareholding interest, if any, in the Company for item no. 8, none of the other Directors/Key Managerial Personnel and their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in item nos. 7 and 8 respectively.

## STATEMENT IN TERMS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 DETAILS ARE GIVEN BELOW: -

### I. GENERAL INFORMATION:

#### 1. Nature of industry

Ashok Leyland Limited is an international automotive and transport vehicle group engaged in the business of

# NOTICE TO SHAREHOLDERS

manufacture and sale of commercial/passenger and defence vehicles and power solutions. The Company provides a wide spectrum of transportation related products and services, with superior quality and high standards of safety and environmental care, to customers in selected segments. The Company is the second largest manufacturer of commercial vehicles in India in the medium and heavy commercial vehicle segment, fourth largest manufacturer of buses in the world and the thirteenth largest manufacturer of trucks globally. With a turnover of ₹ 15,301/- Crores (2020-21) and a footprint that extends across 50 countries, the Company is one of the most fully-integrated manufacturing companies in the world.

2. Date or expected date of commencement of commercial production.

The Company was incorporated on September 7, 1948 with Registration No.68 of 1948-49, in the State of Tamil Nadu under the Companies Act, 1913. Since then, the Company had commenced its business.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable.

4. Financial performance based on given indicators  
(₹ in Crores)

Financial year	2020-21	2019-20	2018-19	2017-18
Gross Revenue	15,301	17,467	29,055	26,633
Profit before Interest, Depreciation and Tax	(412)	362	2,497	2,386
Profit after Tax	(314)	240	1,983	1,718
Rate of dividend (₹)	0.60	0.50	3.10	2.43
Earnings per share (₹)	(1.07)	0.82	6.76	5.87

5. Foreign investments or collaborations, if any.

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company during the previous three financial years. The foreign investors, mainly comprising Promoter Group entities, FIs and NRIs are investors in the Company on account of past issuances of securities and/or secondary market purchases. As on June 30, 2021 the aggregate foreign shareholding in the Company was 69.35%.

## II. INFORMATION ABOUT THE APPOINTEE:

- 1) Mr. Vipin Sondhi, MD&CEO

- a) Background details

Mr. Vipin Sondhi is the Managing Director and Chief Executive Officer of Ashok Leyland, flagship of the Hinduja group, Ashok Leyland is the 2nd largest manufacturer of commercial vehicles in India. A US \$ 2.09 billion Company (2020-21), and a footprint that extends across 50 countries, Ashok Leyland is one of the most fully-integrated manufacturing companies this side of the globe.

Mr. Vipin Sondhi has over three decades of experience in Manufacturing and Engineering based companies such as JCB, Honda, Tata Steel and Tecumseh.

Prior to Ashok Leyland, he was heading JCB India, where he spent over 13 years, and was a member of JCB's global executive team. He led the \$1.7 billion JCB business, with five manufacturing plants situated in three locations, and established market leadership in the Construction Equipment Industry. JCB's Made-in-India products were also exported to over 100 countries, cumulatively, during his time. Mr. Vipin Sondhi has a strong and proven track record as a leader, and is a passionate hands-on professional.

He is an alumnus of The Indian Institute of Management, Ahmedabad, The Indian Institute of Technology, New Delhi, and did his schooling at The Lawrence School, Sanawar. These institutions helped him constantly expand the boundaries in academics, as well as extra-curricular activities that laid the foundation for holistic development.

He was appointed by the Government of India as the Chairperson of the Board of Governors, of the Indian Institute of Science Education and Research (IISER), Bhopal in December 2015. An elected member of the Confederation of Indian Industry's (CII) National Council, he has been the Chairman of Excon, South Asia's largest exhibition for Construction Equipment from 2006 to 2019.

- b) Past remuneration

The remuneration for the last 3 financial years is given hereunder:

(₹ in Crores)

Financial year	2019-20	2018-19*	2017-18*
Mr. Vipin Sondhi	₹ 2.22	-	-

\* Not applicable

- c) Recognition or awards

He was conferred The Economic Times "Most Promising Business Leader of Asia – Construction Equipment Industry" in 2018-19. He was also conferred with an Honorary Fellowship by the Centre for Excellence in Project Management (CEPM) in December 2017. He has been awarded The CEO of the Year Award at CEO India Awards in 2014; the Udyog Rattan Award by the Institute of Economic Studies in 2011 and the Young Manager's Trophy by the Confederation of Indian Industry (CII) in the year 2000.

Currently, he holds the positions of Vice President – SIAM (Society of Indian Automotive Manufacturers), and Vice President – ASDC (Automotive Skill Development Council). He is also the Chairman, CII National Committee on Future Mobility & Battery Storage and Chairman of CII's National Committee on R&D and Innovation.

# NOTICE TO SHAREHOLDERS

d) Job profile and his suitability

Mr. Vipin Sondhi was appointed as a Director on November 8, 2019 and was subsequently appointed as the MD & CEO of the Company for a period of five years from December 12, 2019 to December 11, 2024. Keeping in view that Mr. Vipin Sondhi brings with him a rich experience of over three decades, the Board has decided that it would be in the interest of the Company to appoint Mr. Vipin Sondhi as the MD & CEO of the Company.

Taking into consideration, the qualifications, varied experience and achievements, the Board had bestowed upon Mr. Vipin Sondhi, the responsibilities of MD&CEO of the Company and continues to consider him suitable for the position.

e) Remuneration proposed

As mentioned resolutions and the explanatory statement under item nos. 7 & 8 respectively.

f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).

Taking into consideration the size and operations of the Company, the profile of the MD & CEO, the responsibilities handled by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior levels in other companies.

g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.

Mr. Vipin Sondhi has no pecuniary relationship with the Company or its Key Managerial Personnel other than his remuneration in the capacity of the MD & CEO. As on date of this notice, he holds 4,736 shares in the Company.

2) Mr. Gopal Mahadevan, WTD & CFO

a) Background details

Mr. Gopal Mahadevan is a member of the Institute of Chartered Accountants of India and a qualified Company Secretary with over 32 years of experience across a spectrum of industries, Mr. Gopal Mahadevan has worked in manufacturing, internet services, financial services and project companies. Earlier to Ashok Leyland Ltd, he was Chief Financial Officer at Thermax Ltd and Amara Raja Batteries Ltd. Mr. Gopal Mahadevan has worked in diverse roles in Sanmar Group and was General Manager M&A at Sify Ltd.

In one of the earlier organisations, Mr. Gopal Mahadevan had also handled HR and Strategy as additional responsibilities.

Mr. Gopal Mahadevan joined Ashok Leyland Limited as Chief Financial Officer (CFO) in July 2013, and has been one of the core team members leading the

turnaround and growth of the Company. Currently, aside of being CFO, he also leads the Corporate Planning and Strategy Function. He is a Member of the Board of several subsidiaries and associate companies of Ashok Leyland Limited.

Mr. Gopal Mahadevan has received several awards and recognitions including from the Institute of Chartered Accountants of India.

b) Past remuneration

The remuneration for the last 3 financial years is given hereunder:

(in Crores)			
Financial year	2019-20	2018-19*	2017-18*
Mr. Gopal Mahadevan	₹ 4.57	-	-

\*Not Applicable

c) Recognition or awards

He has received several awards and recognitions.

d) Job profile and his suitability

The Board of Directors, at its meeting held on May 24, 2019 appointed Mr. Gopal Mahadevan as an Additional Director of the Company and also designated him as a Whole-time Director and Chief Financial Officer ("WTD & CFO") of the Company for period of five years from May 24, 2019 to May 23, 2024.

Keeping in view that Mr. Gopal Mahadevan carries with him a rich experience of over three decades, the Board has decided that it would be in the interest of the Company to appoint Mr. Gopal Mahadevan as the WTD & CFO of the Company.

Taking into consideration, the qualifications, varied experience and achievements, the Board had bestowed upon Mr. Gopal Mahadevan, the responsibilities of WTD & CFO of the Company and continues to consider him suitable for the position.

e) Remuneration proposed

As mentioned in the resolutions and the explanatory statement under item nos. 7 & 8 respectively.

f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size and operations of the Company, the profile of the WTD & CFO, the responsibilities handled by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior levels in other companies.

g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

# NOTICE TO SHAREHOLDERS

Mr. Gopal Mahadevan has no pecuniary relationship with the Company or its Key Managerial Personnel other than his remuneration in the capacity of the WTD & CFO. As on date of this notice, he holds 20,620 shares in the Company.

## III. Other information:

### (1) Reasons of loss or inadequate profits

The first quarter (April-June 2020) of the year gone by volume was a virtual washout due to lockdown caused by the pandemic. The M&HCV industry recorded very low volume of 4403 vehicles in Q1 which was 94% lower than the corresponding quarter of last year. Though there was recovery during the rest of the period of the financial year (July 2020 to March 2021) the margins of the Company could not be sustained due to increased cost and competitive pressures, resulting in the Company reporting a loss of ₹ 314 Crores as of March 31, 2021.

### (2) Steps taken or proposed to be taken for improvement

- This performance was backed by the successful launch of the AVTR range - India's first modular truck platform. The AVTR platform gives customers a choice to customize their truck as per their unique requirements. The platform has been delivering best-in-class total cost of ownership across segments leading to customer delight.
- The impact of commodity price increases, particularly steel, which went up significantly in Jan '21, has been partially negated through price increases and internal cost reduction initiatives.
- The launch of Bada Dost was a success and has been well accepted by the customers in the market.
- We are further enhancing our focus and thrust on VAVE programs; which together with product price correction will help mitigate commodity price movement in a sustainable way.
- An all-time high volume of 23,923 engines were sold despite negligible sale in the first quarter due to lockdown. We have executed 500 Stallion 4x4 water bowzers and 100 ambulances in record time of 3 months under emergency procurement of Indian Army. Aftermarket business continued to deliver profitable growth last year. Early interventions at spare parts warehouses and with Supplier partners ensured continuation in supply chain and revenue reached pre-Covid levels. Aftermarket channel saw record participation from independent garages and ended the year with highest ever number of exclusive retail parts store for fifth year in a row. Service function achieved its highest service market share and continues to improve penetration in service products.
- We will continue to grow the Exports, Defence, PSB, LCV and Parts business even as we expand the reach and products of our core MHCV business. Our focus on Digital will help leverage the benefits of efficiency

and cost. Customer requirements will be at the core of all our Digital initiatives. The emerging businesses such as Electric Vehicle (EV) and Customer Solutions (CSB) will assist in complementing the core business.

- As you are perhaps aware, in line with the expanding importance of electric vehicles and green mobility, Ashok Leyland has created a dedicated EV-only entity called SWITCH Mobility. SWITCH Mobility brings together Ashok Leyland's capabilities both from Optare UK and Ashok Leyland's EV Division
- With a dedicated team of people around the globe and combining the best of Indian and British design, technology, frugal engineering and sourcing advantage, we aim to create unique products and offerings for our customers globally.
- Furthermore, we also plan to create another Company which will provide mobility as a service to end customers for EVs. Through this we expect to differentiate our EV solutions by capturing the entire value chain.
- Sustainability is the foundation upon which this commitment will continue to be built. In order to bring in a singular focus across the various sustainability initiatives going beyond Corporate Social Responsibility, we have carved out a separate Environmental, Social & Governance (ESG) Committee of the Board headed by an independent director at our recently concluded Board meeting.

### (3) Expected increase in productivity and profits in measurable terms

In anticipation of revival of the market in the near future, above steps taken by the Company taken/proposed by the Company are expected to increase the productivity and profits of the Company.

## Item No.9

The Members of the Company at the sixty seventh AGM held on July 21, 2016, approved the payment of commission to Non-Executive Directors (NEDs) of the Company up to one percent per annum of the net profits of the Company for a period of five years commencing from financial year 2016-17 in addition to the sitting fees.

The compensation payable to the NEDs of companies should be adequate to attract independent professionals to take up these positions. Hence, in terms of Section 197 of the Companies Act, 2013, it is proposed to continue with the payment of commission to the NEDs of the Company for each of the five consecutive financial years commencing April 1, 2021, not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act. The quantum of the commission payable to each of the NEDs varies from year to year, which shall be decided by the Nomination and Remuneration Committee and the Board of Directors.

All the Directors, except MD & CEO, WTD & CFO and Key Managerial Personnel or their respective relatives, are concerned or interested, financial or otherwise, in this resolution. The Board recommends the resolution set forth for the approval of the Members.

# NOTICE TO SHAREHOLDERS

## Item Nos.10 and 11

As per Section 197 of the Companies Act, 2013 read with Schedule V and the relevant Rules as amended as on date and as applicable, the Company is required to obtain approval of members of the Company for payment of remuneration (apart from receiving sitting fees and reimbursement of expenses for attending meetings of the Company) to the Non-Executive Directors including Independent Directors in the event of no profit or inadequate profits.

For the financial year ended on March 31, 2021, the Company did not have adequate profits in accordance with Section 198 of the Companies Act, 2013. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have at their meeting held on June 24, 2021, approved the payment of remuneration to Non-Executive Directors of the Company for the financial year 2020-21, subject to the approval of the shareholders, as proposed in item nos. 10 and 11, as resolutions.

The Members may note that the non-executive Directors have been guiding the Company in its Vision and Mission to achieve global standards in its products and performance. The Non-Executive Directors have been involving their time and expertise beyond

participating in the Board meetings, by having regular meetings with the senior management team and guiding them in their respective areas of activity. Further the Non-Executive Directors also participate extensively in the Corporate Plan and budget exercise of the Company on an annual basis, which helps the Company in planning its actions for the rest of the year.

In view of the above and also the fact that the non-executive and Independent Directors are experts in their respective fields and needs to be compensated for their contribution and expertise, the Nomination and Remuneration Committee and the Board felt that the remuneration that has been recommended to each of the Directors is required in the longer interest of the Company, especially during these challenging times and hence recommended the remuneration for the financial year 2020-21. The Nomination and Remuneration Committee has done an extensive evaluation of each of the directors and their contribution and arrived at their respective remuneration that is payable to them.

All the Non-Executive Directors, except MD & CEO, WTD & CFO and Key Managerial Personnel or their respective relatives, are concerned or interested, financial or otherwise, in this resolution. The Board recommends the resolution set forth for the approval of the Members.

## INFORMATION ABOUT THE NON-EXECUTIVE DIRECTORS:

Background details	Prof. Dr. Andreas H Biagosch	Retired from McKinsey & Company in July 2012 after 28 years with the Firm. He was a member of McKinsey's Executive Board for 12 years, serving in different roles such as chairing the Client Committee, chairing the Professional Standards Committee, and leading all of McKinsey's industry practices worldwide. He was also a member of all of the Firm's personnel committees.  In his client work, he is known for developing and nurturing long-term partner-like relationships with leading companies in the automotive, aerospace and defense, and high-tech sectors.
	Dr. Andrew C Palmer	He is the Founder and CEO of Palmer Automotive Ltd and serves as Chairman of Optare Ltd, Executive Chairman & CEO of Switch Mobility Ltd UK from July 2021 and Non-Executive Chairman of Hilo Ltd from 2021. He was the President and CEO of Aston Martin from 2014 to 2020, and non-Executive Director from 2016-2021 of Secured by Designs Ltd.  In 2017, he was appointed as Chairman of the productivity and skills commission of the new West Midlands Combined Authority (WMCA).  In 2010, Coventry University awarded him an Honorary Doctorate of Technology and in 2014 he was appointed Professor, advising the university in the automotive field.
	Mr. Jean Brunol	Mr. Jean Brunol was a Senior Vice President Business & Operations Strategy, Member of Federal Mogul Strategy Board, Federal Mogul Corpora on in charge of worldwide Business and Operations Strategy as well as International Operations.  He was previously Senior Vice President Business Strategy and International Operations at IVECO a leading Commercial Vehicle Manufacturers and based in Italy.
	Mr. Jose Maria Alapont	More than 40 years of global leadership experience in both vehicle manufacturers and suppliers with business and operations responsibilities in the Americas, Europe, Asia Pacific, Middle East and Africa regions
	Ms. Manisha Girotra	Has more than 25 years of investment banking experience, with extensive cross-border M&A expertise across a broad range of industries.  She is currently the Chief Executive Officer of Moelis India. Prior to that, she was CEO and Country Head of UBS in India managing its investment bank, commercial bank, markets, equity research and wealth management divisions. She has appeared in Business Today's "25 Most Powerful Women in Business in India" for the past six years as well as Fortune India's "50 Most Powerful Women in Business" in 2014 and 2015
	Mr. Sanjay K Asher	A Commerce and a Law Graduate from the Bombay University. He is a qualified Chartered Accountant. He has been a Practising Advocate since 1990 with M/s Crawford Bayley & Co., which is a leading law firm. He was admitted as a Solicitor in the year 1993 and is presently a Senior Partner of M/s Crawford Bayley & Co.,  He is a Director on the Board of various companies and is a leading authority in legal and tax related matters.

# NOTICE TO SHAREHOLDERS

	Mr. Saugata Gupta	<p>Mr Saugata Gupta started his career with Cadbury (now Mondelez) where he spent 9 years in various roles in Sales and Marketing in India and the United Kingdom. Subsequently, he went on to become the Chief of Marketing and Group Sales at ICICI Prudential and was part of the startup team that was instrumental in establishing ICICI Prudential as the largest private sector insurance firm in the country.</p> <p>He serves as MD and CEO at Marico Limited, responsible for driving growth and operations both nationally and internationally. He has helped transform Marico into a high performing business with a commitment to sustainable development.</p>		
	Mr. Dheeraj G Hinduja	<p>An entrepreneur, representing a global business conglomerate, his areas of expertise include multi-sectoral global business portfolio strategies, building and transforming organizations, attracting and nurturing best-in class Boards and Management talents, creating world class CSR interventions, etc.</p> <p>He is associated with many business sectors including Automotive, Engineering, Power, Information Technology, etc.</p> <p>He also provides Social Sector leadership in Education, Nutrition, Healthcare, Preservation of cultural heritage, etc.</p>		
	Dr. C Bhaktavatsala Rao	<p>Dr. C Bhaktavatsala Rao has over 46 years of diversified experience in driving business and organisational growth in reputed world-class Indian companies, including subsidiaries of global MNCs. He served as Managing Director and Executive Chairman of Hospira Healthcare India Private Limited, a Pfizer Company (2010-2015). Prior to that, he was Deputy Managing Director of Orchid Pharma (1998-2010) and Head of Corporate Planning of Ashok Leyland and Hinduja Group (1978-1998). His initial assignments were in State Bank of India, Tata Motors, and Scooters India (1974-1978).</p> <p>Dr. C Bhaktavatsala Rao expertise and experience covers pharmaceutical and automobile industries as well as other industries. Dr. C Bhaktavatsala Rao executed several growth projects in globally networked multinational environments, establishing facilities, and building organisations. He spearheaded many value-adding initiatives in the companies he was associated with – from conceptualisation to commercialisation. Widely travelled internationally, Dr. C Bhaktavatsala Rao structured industry-leading global business development and strategic alliances.</p>		
	<b>Name of Director</b>	<b>Details of remuneration (in Crores)</b>		
Past Remuneration (last 3 financial years)		<b>2019-20</b>	<b>2018-19</b>	<b>2017-18</b>
	Prof. Dr. Andreas H Biagosch	0.52	0.65	0.74
	Dr. Andrew C Palmer	0.38	0.65	0.60
	Mr. Jean Brunol	0.63	0.67	0.65
	Mr. Jose Maria Alapont	0.71	0.75	0.46
	Ms. Manisha Girotra	0.37	0.35	0.28
	Mr. Sanjay K Asher	0.62	0.71	0.61
	Mr. Saugata Gupta	0.20	-	-
	Mr. Dheeraj G Hinduja	1.16	10.12	8.11
	Dr. C Bhaktavatsala Rao	Not applicable as he was appointed wef September 02, 2020.		
Recognition or awards		Please refer to the background details in this table.		
Job Profile	All above directors	As contained in the letter of appointment issued to the Independent Directors and terms fixed with the non-independent directors		
Remuneration proposed	All above directors	As mentioned in the resolution set out at Item Nos. 10 and 11 of the Notice.		
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	All above directors	The proposed remuneration is comparable and commensurate with the nature and size of the business of the Company as well as the responsibilities of the directors		
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	All above directors	Apart from receipt of remuneration, sitting fees and reimbursement of expenses, if any, from the Company, none of the Non-Executive Directors have any other pecuniary relationship directly or indirectly with the Company. None of the Non-Executive Directors have relationships with the managerial personnel or other directors of the Company.		

Other information on Nature of industry, Date or expected date of commencement of commercial production, Financial performance based on given indicators, Foreign investments or collaborations, if any, Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement, Expected increase in productivity and profits in measurable terms are covered in the item nos. 7 and 8.

# NOTICE TO SHAREHOLDERS

## Item Nos.12

Pursuant to the provisions of Section 148 of Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company. As per the said Rules, remuneration payable to the cost auditors is required to be ratified by the Members of the Company in the general meeting. The Board of Directors of the Company at its meeting held on June 25, 2020 had considered and approved the appointment of Messers Geeys & Co., Cost & Management Accountants (Registration No.000044) as the cost auditors of the Company for the financial year 2020-21 on a remuneration of ₹7,00,000/- (Rupees Seven Lakhs only) plus applicable Goods and Service tax and out of pocket expenses that may be incurred.

None of the Directors and Key Managerial Personnel of the Company and their relatives, is, in any way, concerned or interested, financial or otherwise, in this resolution.

The Board recommends the resolution set forth for the approval / ratification of the Members.

By Order of the Board

Chennai  
July 07, 2021

**N Ramanathan**  
Company Secretary

Registered Office:  
1, Sardar Patel Road, Guindy  
Chennai - 600 032  
CIN: L34101TN1948PLC000105  
Tel: +91 44 2220 6000 Fax: +91 44 2220 6001  
E-mail: [secretarial@ashokleyland.com](mailto:secretarial@ashokleyland.com)  
Website: [www.ashokleyland.com](http://www.ashokleyland.com)

## SNAPSHOT

Particulars	Details
Day, Date and Time	<b>Wednesday, September 8, 2021, 3.00 p.m. (IST)</b>
Mode	Video Conference/ Other Audio-Visual Means
Participation through Video-Conferencing (NSDL)	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>
Link for Remote e-voting through (NSDL)	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>
Helpline number of NSDL for VC participation	1800 1020 990 and 1800 22 44 30
Cut-off date for e-voting	Wednesday, September 1, 2021
E-voting start time and date	9.00 a.m. (IST) September 4, 2021
E-voting end time and date	5.00 p.m. (IST) September 7, 2021
E-voting website of NSDL	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Book Closure Dates	Thursday, September 2, 2021 till Wednesday, September 8, 2021
Name, address and contact details of e-voting service provider	National Securities Depository Limited 4th Floor, 'A' Wing, Trade Wing, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Ms. Soni Singh Assistant Manager Email id – <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Contact Number – 1800 102 0990; 1800 22 4430
Name, address and contact details of Registrar and Transfer Agent and Contact Name	Integrated Registry Management Services Private Limited 2nd Floor, Kences Towers No. 1 Ramakrishna Street, North Usman Road T Nagar, Chennai – 600 017 Ms. N Anusha Phone : 044-28140801 to 28140803 Fax : 044-28142479 Email : <a href="mailto:anusha@integratedindia.in">anusha@integratedindia.in</a>

# NOTICE TO SHAREHOLDERS

## Annexure to the Notice

### Details of Directors retiring by rotation/re-appointment at the ensuing AGM

Name of the Director	Mr. Gopal Mahadevan	Dr. C Bhaktavatsala Rao	Dr. Andrew C Palmer	Mr. Jose Maria Alapont
Date of Birth and Age	May 20, 1966; 55 Years	August 10, 1949; 71 years	June 30, 1963, 58 years	September 3, 1950; 70 years
Date of Appointment	May 24, 2019	September 2, 2020	November 4, 2015	January 25, 2017
Qualifications	B.Com, FCA	Ph.D in Industrial Management; M.Tech in Industrial Engineering IIT Madras; B.E. (Mechanical) Engineering from Sri Venkateswara University, Tirupathi	Master's Degree (MSc) in Product Engineering; Doctorate (PhD) in Management; Chartered Engineer; Fellow of the Institution of Mechanical Engineers	Degrees in Industrial Engineering and Philology
Expertise in Specific functional areas	<p>With over 32 years of experience across a spectrum of industries, Mr. Gopal Mahadevan has worked in manufacturing, internet services, financial services and project companies. Earlier to Ashok Leyland Ltd, he was Chief Financial Officer at Thermax Ltd and Amara Raja Batteries Ltd. Mr. Gopal Mahadevan has worked in diverse roles in Sanmar Group and was General Manager M&amp;A at Sify Ltd.</p> <p>In one of the earlier organisations, Mr. Gopal Mahadevan had also handled HR and Strategy as additional responsibilities.</p> <p>Mr. Gopal Mahadevan joined Ashok Leyland Limited as Chief Financial Officer (CFO) in July 2013, and has been one of the core team members leading the turnaround and growth of the Company. Currently, aside of being CFO, he also leads the Corporate Planning and Strategy Function. He is a Member of the Board of several subsidiaries and associate companies of Ashok Leyland Limited.</p> <p>Mr. Gopal Mahadevan has received several awards and recognitions including from the Institute of Chartered Accountants of India.</p>	<p>Over 46 years diversified experience in strategic and operational leadership of large companies in India, including subsidiaries of global MNCs.</p> <p>His last full time assignment was as Managing Director and Executive Chairman of Hospira Private Limited, Pfizer Co between 2010-2015.</p>	<p>He is the Founder and CEO of Palmer Automotive Ltd and serves as Chairman of Optare Ltd, Executive Chairman &amp; CEO of Switch Mobility Ltd UK from July 2021 and Non-Executive Chairman of Hilo Ltd from 2021.</p> <p>He was the President and CEO of Aston Martin from 2014 to 2020, and non-Executive Director from 2016-2021 of Secured by Designs Ltd.</p> <p>In 2017, he was appointed as Chairman of the productivity and skills commission of the new West Midlands Combined Authority (WMCA).</p> <p>In 2010, Coventry University awarded him an Honorary Doctorate of Technology and in 2014 he was appointed Professor, advising the university in the automotive field.</p>	<p>More than 40 years of global leadership experience in both vehicle manufacturers and suppliers with business and operations responsibilities in the Americas, Europe, Asia Pacific, Middle East and Africa regions</p>

# NOTICE TO SHAREHOLDERS

Board Membership of other Companies as on date of the Notice	<ul style="list-style-type: none"> <li>(i) Hinduja Tech Limited</li> <li>(ii) Hinduja Leyland Finance Limited</li> <li>(iii) Hinduja Housing Finance Limited</li> <li>(iv) Ashok Leyland UAE LLC</li> <li>(v) Optare PLC, UK</li> <li>(vi) Lanka Ashok Leyland Limited</li> <li>(vii) Gro Digital Platforms Limited</li> <li>(viii) Switch Mobility Automotive Limited</li> <li>(ix) Ohm Global Mobility Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>(i) Leadercrest Academy Private Limited</li> <li>(ii) Finsop Consulting Private Limited</li> <li>(iii) Sentiss Pharma Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>(i) Optare PLC, UK</li> <li>(ii) Hilo Limited</li> <li>(iii) Optare UK</li> <li>(iv) Inobat Auto j.s.a</li> <li>(v) Switch Mobility Limited, UK</li> <li>(vi) Palmer Automotive Limited</li> <li>(vii) Inobat UK Ltd</li> </ul>	<ul style="list-style-type: none"> <li>(i) Hinduja Automotive Limited</li> <li>(ii) Hinduja Investment and Project Services Limited</li> <li>(iii) Switch Mobility Limited, UK</li> </ul>
Chairmanship(s) / Membership(s) of Committees of other Companies as on date of the Notice	<ul style="list-style-type: none"> <li>1) Lanka Ashok Leyland Limited                             <ul style="list-style-type: none"> <li>(a) Audit Committee*</li> <li>(b) Related Party Transactions Review Committee</li> </ul> </li> <li>2) Hinduja Tech Limited                             <ul style="list-style-type: none"> <li>(a) Audit Committee</li> <li>(b) Operating Committee</li> </ul> </li> <li>3) Hinduja Leyland Finance Limited                             <ul style="list-style-type: none"> <li>(a) Audit Committee</li> <li>(b) Credit Committee</li> <li>(c) Asset Liability Management Committee*</li> <li>(d) Capital Raising Committee*</li> <li>(e) Risk Management Committee</li> </ul> </li> <li>4) Optare PLC                             <ul style="list-style-type: none"> <li>(a) Audit Committee*</li> </ul> </li> <li>5) Hinduja Housing Finance Limited                             <ul style="list-style-type: none"> <li>(a) Nomination and Remuneration Committee</li> <li>(b) Audit Committee</li> <li>(c) Risk Management Committee*</li> </ul> </li> </ul>	Sentiss Pharma Private Limited Audit Committee	NIL	<ul style="list-style-type: none"> <li>(i) Switch Mobility Limited, UK                             <ul style="list-style-type: none"> <li>a) Audit</li> <li>b) Governance, Nomination and Compensation*</li> </ul> </li> </ul>

\*Chairman of the Board / Committee

For other details such as number of shares held, number of meetings of the Board attended during the year, remuneration drawn in respect of the aforesaid directors and relationship with other directors and key managerial personnel, refer to the Corporate Governance report.