

ASHOK LEYLAND LIMITED

Registered Office: No. 1, Sardar Patel Road, Guindy, Chennai - 600 032
CIN: L34101TN1948PLC000105; T: + 91 44 2220 6000; F: + 91 44 2220 6001
Website: www.ashokleyland.com; E-mail ID: secretarial@ashokleyland.com

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'the MCA Circulars') and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the following special businesses set out below are proposed to be passed by the Members of Ashok Leyland Limited ('Company'), by the process of Postal Ballot through electronic means (E-voting) only.

An Explanatory Statement under Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed.

The Board of Directors of the Company has appointed M/s B Chandra & Associates, Practising Company Secretaries, Chennai (Firm Reg. No.: P2017TN065700) as the Scrutiniser for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of E-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes in this regard.

The Scrutiniser will submit their report to the Chairman or any authorised person of the Company and the results of the Postal Ballot will be announced on or before Tuesday, January 25, 2022. The said results would be displayed at the Registered Office of the Company and intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.ashokleyland.com and on the website of Central Depository Services (India) Limited (CDSL) <https://www.evotingindia.com/>.

SPECIAL BUSINESS**1. Appointment of Mr. Shom Ashok Hinduja as a Non-Executive Director**

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 ('the Act') and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) Mr. Shom Ashok Hinduja (DIN: 07128441) who was appointed as an Additional Director of the Company with effect from November 12, 2021 by the Board of Directors, 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 office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.'

2. Appointment of Mr. Dheeraj G Hinduja as the Executive Chairman (Whole-time Director)

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

'RESOLVED that based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company ('Board') and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mr. Dheeraj G Hinduja (DIN: 00133410) be and is hereby appointed as the Executive Chairman (Whole-time) of the Company, not liable to retire by rotation, for a period of three years commencing from November 26, 2021 to November 25, 2024 on payment of remuneration as set out below:

A. FIXED COMPENSATION

- Basic Salary, Allowances, Retiral benefits, etc., with liberty to the Nomination and Remuneration Committee and the Board to alter and vary the terms and conditions of the compensation in such manner as may be agreed between the Company and Mr. Dheeraj G Hinduja subject to compensation not exceeding Rs. 40,00,000 (Rupees forty lakhs only) per month.
- In addition to the above, Mr. Dheeraj G Hinduja will be entitled to other perquisites and allowances as may be mutually decided between the Company and Mr. Dheeraj G Hinduja subject to the perquisites and allowances not exceeding Rs. 20,00,000/- (Rupees Twenty Lakhs only) per annum.
- For calculating the perquisites and allowances, the same 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 the same.
- Mr. Dheeraj G Hinduja will not be entitled to any sitting fees for attending meetings of the Board or Committees thereof
- Mr. Dheeraj G Hinduja will be subject to all other service conditions as applicable to any other employee of the Company.

B. OVERALL REMUNERATION

The Nomination and Remuneration Committee and/or Board as it may in its absolute discretion deem fit, revise the remuneration payable to Mr. Dheeraj G Hinduja, during any financial year, during the currency of his tenure of office, in such manner as may be agreed to between the Nomination and Remuneration Committee/Board and Mr. Dheeraj G Hinduja, subject to the condition that the remuneration by way of salary, perquisites, allowances and other benefits, shall be within the limits as permissible under Section 197, read with Schedule V of the Act and as stated hereinabove.

C. 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 Mr. Dheeraj G Hinduja the above as remuneration subject to such limits and approvals as may be applicable.

RESOLVED FURTHER that for the purpose of giving effect to the foregoing resolutions, the Nomination and Remuneration Committee and the Board be and are hereby authorised to do all such acts, matters, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in

respect of aforesaid without being required to seek any further approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.'

Registered Office:

No. 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**Website:** www.ashokleyland.com**By Order of the Board of Directors**

November 26, 2021

Chennai

Sd/-**N Ramanathan****Company Secretary****Notes:**

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment is annexed.
2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, December 17, 2021 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories. The Postal Ballot Notice has also been placed on the websites of the Company and CDSL. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
3. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for E-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

4. Service of Postal Ballot Notice electronically:

Members holding shares in physical mode	This postal ballot notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Registrar and Transfer Agent.
Members holding shares in demat mode	This postal ballot notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Depositories.

5. In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars issued from time to time, the Company provides the Members the facility to exercise their right to vote by electronic means through E-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for E-voting are annexed to this Notice.

Remote e-voting timeline:

Commencement of e-voting	Friday, December 24, 2021 from 9.00 a.m. (IST)
Conclusion of e-voting	Saturday, January 22, 2022 till 5.00 p.m. (IST)

E-voting shall not be allowed beyond the said date and time.

6. A Member cannot exercise his/her vote through proxy on Postal Ballot.

7. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, December 17, 2021.
8. The resolutions, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on January 22, 2022 and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.
9. The Board of Directors of the Company (the Board), has appointed M/s B Chandra & Associates, Practising Company Secretaries, Chennai (Firm Reg. No.: P2017TN065700) who are not in employment of the Company as the Scrutiniser, for conducting the said Postal Ballot process in a fair and transparent manner. The Scrutiniser has communicated her willingness to be appointed for conducting the Postal Ballot process.
10. Relevant documents referred to in the Postal Ballot Notice and the Statement under Section 102 of the Act are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 5:00 p.m. on all working days (Monday - Friday) till the last date for E-voting. Members seeking inspection may send an e-mail to secretarial@ashokleyland.com.
11. The instructions for E-voting are as under:
 - i) The voting period begins at 9:00 a.m. on Friday, December 24, 2021 and ends on Saturday, January 22, 2022 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on Friday, December 17, 2021 may cast their votes electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
 - ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 e-mail address in their demat accounts in order to access the E-voting facility.
 - iii) Pursuant to aforesaid SEBI Circular, login process for E-voting for individual shareholders holding securities in Demat mode is given below:

A. Individual shareholders holding securities in demat mode with CDSL

- i. For those shareholders who have opted for CDSL Easi / Easiest facility, you can login using your existing user ID and password. The URL to login to **Easi / Easiest** is <https://web.cdslindia.com/myeasi/home/login>. Alternatively, you can visit www.cdslindia.com and click on **Login** icon and select **New System Myeasi**.
- ii. After successful login, you will be able to see the E-voting option for companies for which the E-voting is in progress, as per the information provided by the respective company. On clicking the E-voting option, you will be able to see E-voting page of the E-voting service provider for casting your vote during the E-voting period.
- iii. Additionally, links are also provided for you to access the system of all the E-voting Service Providers viz., CDSL/ NSDL/ KFINTECH/LINKINTIME, to enable you to visit the E-voting service providers' website directly and vote.
- iv. If you are not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- v. Alternatively, you can directly access the E-voting page by providing Demat Account number and PAN from the E-voting link available on www.cdslindia.com home page or click on the link: <https://evoting.cdslindia.com/Evoting/EvotingLogin>.
- vi. The system will authenticate your credentials by sending an OTP to the registered Mobile number & E-mail address as available in your Demat Account.
- vii. After successful authentication, you will be able to see the E-voting option for companies for which the E-voting is in progress and also be able to directly access the system of all E-voting Service Providers.

B. Individual shareholders holding securities with NSDL

- i. If you have already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: <https://eservices.nsdl.com>. Once the home page of e-Services is launched, click on the '**Beneficial Owner**' icon under '**Login**' which is available under '**IDeAS**' 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 **‘Access to E-voting’** under E-voting services and you will be able to see E-voting page. Click on **‘Ashok Leyland Limited’** or E-voting service provider name - **CDSL** and you will be re-directed to E-voting service provider’s website for casting your vote during the E-voting period.

- ii. If you have not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> by selecting **‘Register Online for IDeAS’** portal or clicking the link: <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- iii. Visit the E-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>. Once the home page of E-voting system is launched, click on the icon **‘Login’** 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 **‘Ashok Leyland Limited’** or E-voting service provider name - **CDSL** and you will be redirected to E-voting service provider’s website for casting your vote during the remote E-voting period.

C. Login through Depository Participants for individual shareholders

- i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. After successful 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 **‘Ashok Leyland Limited’** or E-voting service provider name - **CDSL** and you will be redirected to E-voting service provider’s website for casting your vote during the E-voting period.

If you are unable to retrieve User ID/ Password, please use **‘Forget User ID’** and **‘Forget Password’** options available at above mentioned websites and follow the instructions given therein.

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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

D. Login method for E-voting for Members holding shares in Physical mode and Members other than individuals holding shares in Demat mode:

- i. Log on to the CDSL’s E-voting website www.evotingindia.com.
- ii. Click on **‘Shareholders’** module.
- iii. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Shareholders holding shares in physical mode should enter Folio Number allotted by the Company.
- iv. Next enter the Image Verification as displayed and click on **Login**.
- v. If you are holding shares in demat mode and had logged on to www.evotingindia.com previously and voted through E-voting earlier for any other company, then your existing password is to be used.

vi. If you are a first-time user, follow the steps given below:

	For Shareholders holding shares in demat form other than individuals and those holding shares in physical form
PAN	<ul style="list-style-type: none"> Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or the Company, please enter the Member ID/folio number in the Dividend Bank details field as mentioned in section D above.

vii. After entering these details, click on **'Submit'**.

viii. Shareholders holding shares in physical form will then directly reach the Company selection screen and shareholders holding shares in demat form will reach **'Password Creation'** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided such company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ix. For shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.

x. Click on the **EVS**N for Ashok Leyland Limited

xi. On the voting page, you will see **'Resolution Description'** and against the same the option **'YES/NO'** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii. Click on the **'RESOLUTIONS FILE LINK'** if you wish to view the entire Resolution details.

xiii. After selecting the resolution that you have decided to vote on, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'OK'**, else to change your vote, click on **'Cancel'** and accordingly modify your vote.

xiv. Once you **'Confirm'** your vote on the resolution, you will not be allowed to modify your vote. You can also take a print of the votes cast by clicking on **'Click here to print'** option on the Voting page.

xv. If you are a demat account holder and have forgotten the login password, then enter the User ID and the image verification code and click on **'Forgot Password'** & enter the details as prompted by the system.

xvi. You may also cast your vote using CDSL's mobile app **'m-Voting'**. The m-Voting app can be downloaded from the respective Google Play or Apple store. Please follow the instructions as prompted by the mobile app to complete E-voting on your mobile.

For the attention of Non-Individual Shareholders and Custodians

- ❖ Non-Individual shareholders (i.e., other than individuals and HUF) and Custodians are required to log on to www.evotingindia.com and register themselves in the **'Corporates'** module.
- ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- ❖ After receiving the login details, a Compliance User should be created, using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ❖ The list of accounts linked in the login should be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.

- ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutiniser to verify the same.
- ❖ Non-individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to scrutiniserbc@gmail.com.

E. Shareholders whose e-mail address /mobile no. is not registered with the Company/Depositories:

- i. Shareholders holding shares in physical form are requested to provide details of Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), Aadhar or any other address proof (self-attested scanned copy) by e-mail to the RTA at csdstd@integratedindia.in.
- ii. Shareholders holding shares in demat mode are requested to update their e-mail address & mobile number with their respective Depository Participant (DP). Individual shareholders may note that updation of e-mail address and mobile no. is mandatory for E-voting through Depositories.

In case you have any queries or issues regarding attending E-voting, you may refer the Frequently Asked Questions (FAQs) and the E-voting manual available at www.evotingindia.com, under help section or contact Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or write an e-mail to helpdesk.evoting@cdslindia.com or call on 022-23058542/43 during working hours on all working days.

In light of the MCA Circulars, Members who have not registered their e-mail address and in consequence could not receive the Postal Ballot notice may temporarily get their e-mail registered with the Company's RTA, Integrated Registry Management Services Private Limited by sending an e-mail to csdstd@integratedindia.in. Post successful registration of the e-mail, Members would get soft copy of the notice and the procedure for E-voting to enable voting for this Postal Ballot. In case of any queries, Members may write to csdstd@integratedindia.in.

Members are requested to note that SEBI vide circular dated November 3, 2021 has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA:

- PAN;
- KYC details containing address, mobile number, e-mail address, bank account details;
- Nomination details.

Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA at the earliest. Any clarifications in this regard may be addressed to the RTA at csdstd@integratedindia.in.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice.

Item No. 1:

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors have at their meeting held on November 12, 2021 appointed Mr. Shom Ashok Hinduja (DIN: 07128441) as an Additional Director, liable to retire by rotation. The Company has received the requisite consent and disclosure forms relating to his appointment as a Director. The Company, in terms of Section 160(1) of the Act, has also received in writing a notice from a Member, proposing his candidature for the office of Director.

A brief profile of Mr. Shom Ashok Hinduja ('Mr. Shom') is given below:

Mr. Shom holds a B.A. in Sustainable Development and an M.S. in Sustainability Management from Columbia University, NY. A third generation member of the Hinduja Family, Mr. Shom Ashok Hinduja is currently the President - Alternative Energy and Sustainability Initiatives, at the Hinduja Group. Mr. Shom has led the Group's foray into the alternative energy sector and serves as the Chairman of the Group's Renewable Energy business. He also drives and participates in execution of Sustainability initiatives globally across various companies of the Group. Under him, the Group is venturing into the next generation transformative spaces like electric mobility, battery technology, and cyber security amongst others.

He is a prominent contributor in Group's strategy development initiatives, risk framework development and investments in start-ups. He is actively involved in Hinduja foundation's philanthropic work in areas of clean water, solar lighting, healthcare, education. Prior to joining the offices in Mumbai, Mr. Shom, worked in the Financial Due Diligence practice at KPMG, New York, as part of the M&A team.

Considering Mr. Shom Ashok Hinduja's expertise in next gen transformational initiatives, renewable energy and ESG initiatives, the Nomination & Remuneration Committee and the Board considers that it would be in the best interest of the Company to appoint him as a Director of the Company and benefit from his expertise since the Company, the industry and the markets across the globe are going through an evolutionary phase especially in the areas where Mr. Shom Ashok Hinduja has expertise.

The details as required under Regulation 36(3) of SEBI Listing Regulations and the Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India is provided in the Annexure to this Notice.

Except Mr. Shom Ashok Hinduja and his relatives (as defined in Companies Act 2013), 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 the resolution set forth in Item No. 1.

The Board recommends the Ordinary Resolution as set out at Item No.1 of this Postal Ballot Notice for approval by the Members of the Company.

Item No. 2:

Mr. Vipin Sondhi who was appointed as the Managing Director & Chief Executive Officer for a period of five years from December 12, 2019 to December 11, 2024 had expressed his intention to resign from the services of the Company with effect from closing hours of December 31, 2021 to devote more time to take care of certain personal and family commitments in the post COVID pandemic situation. The Board after due deliberations and much difficulty agreed to the request of Mr. Vipin Sondhi due to the reasons stated above. In order to assist in business continuity and to ensure a seamless transition consequent to Mr. Vipin Sondhi's resignation, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on November 26, 2021 have appointed Mr. Dheeraj G Hinduja (DIN: 00133410) as the Executive Chairman (Whole-time) of the Company, not liable to retire by rotation, for a period of three years commencing from November 26, 2021 to November 25, 2024, subject to the approval of the Members.

A brief profile of Mr. Dheeraj G Hinduja ('Mr. Dheeraj') is given below:

Mr. Dheeraj Gopichand Hinduja holds a B.Sc. (Hons) degree in Economics & History from the University College, London, 1993. He has completed his Master's in Business Administration with specialisation in Project Management from the Imperial College, London University, 1994. Mr. Dheeraj Hinduja is an entrepreneur, representing a global business conglomerate – Hinduja Group. His areas of expertise include multi-sectoral global business portfolio strategies, building

and transforming organisations, attracting and nurturing best-in class Boards and Management talents, creating world class CSR interventions, etc.

He is associated with many business sectors including automotive, engineering, power, information technology, etc. He also provides Social Sector leadership in Education, Nutrition, Healthcare, Preservation of cultural heritage, etc. He is currently the Chairman of Board of Ashok Leyland Limited, Hinduja Leyland Finance Limited, Hinduja Tech Limited, Gro Digital Platforms Limited and Switch Mobility Limited, U.K.

The details as required under Regulation 36(3) of SEBI Listing Regulations and the Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India is provided in the Annexure to this Notice.

Considering Mr. Dheeraj's association with the Company, his business acumen and to assist in business continuity and a seamless transition, the Nomination & Remuneration Committee and the Board feels that it would be in the best interest of the Company to appoint him as the Executive Chairman of the Company during this period of transition. The required consent and disclosure forms towards his appointment have been received from Mr. Dheeraj G Hinduja. It may be further noted that the Nomination and Remuneration Committee and the Board will take necessary steps to comply with the Regulation 17(1B) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms contained in the resolution shall constitute the written memorandum setting out the terms of appointment. The terms and conditions of the appointment and payment of remuneration shall be open for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 5:00 p.m. on all working days (Monday-Friday) till the last date for voting.

Mr. Dheeraj G Hinduja will not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

The approval of the Members is being sought for the appointment of Mr. Dheeraj G Hinduja as the Executive Chairman for a period of three years from November 26, 2021 to November 25, 2024.

Except Mr. Dheeraj G Hinduja and his relatives (as defined in Companies Act, 2013), none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 2.

The Board recommends the Ordinary Resolution as set out at Item No. 2 of this Postal Ballot Notice for approval by the Members of the Company.

Registered Office:

No. 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

Website: www.ashokleyland.com

By Order of the Board of Directors

November 26, 2021
Chennai

Sd/-
N Ramanathan
Company Secretary

Annexure
Disclosure under Reg. 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings

Name of the Director	Mr. Shom Ashok Hinduja	Mr. Dheeraj G Hinduja
Date of Birth and Age	October 29, 1990; 31 years	July 27, 1971; 50 years
Date of Appointment (initial)	November 12, 2021	September 03, 1996
Qualifications	Mr. Shom holds a B.A. in Sustainable Development and an M.S. in Sustainability Management from Columbia University, NY.	Mr. Dheeraj holds a B.Sc. (Hons) degree in Economics & History from the University College, London, 1993 and Masters in Business Administration with specialisation in Project Management from the Imperial College, London University, 1994.
Expertise in specific functional areas and Experience	<p>Mr. Shom Ashok Hinduja is the President - Alternative Energy and Sustainability Initiatives, at the Hinduja Group. Mr. Shom has led the group's foray into the alternative energy sector and serves as the Chairman of the group's Renewable Energy business. He also drives and participates in execution of Sustainability initiatives globally across various companies of the Group. Under him, the group is venturing into the next generation transformative spaces like Electric Mobility, Battery Technology, and Cyber Security amongst others.</p> <p>He is a prominent contributor in group's strategy development initiatives, risk framework development and investments in start-ups. He's actively involved in Hinduja foundation's philanthropic work in areas of clean water, solar lighting, healthcare, education.</p>	<p>Mr. Dheeraj is an entrepreneur, and part of a global business conglomerate – Hinduja Group. His areas of expertise include multi-sectoral global business portfolio strategies, building and transforming organisations, 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. He also provides social Sector leadership in Education, Nutrition, Healthcare, Preservation of cultural heritage, etc.</p>
Board Membership of other Companies as on the date of Postal Ballot Notice	1) Hinduja Renewables Private Limited 2) Gulf Oil Lubricants India Limited (Listed) 3) Cyqurex Systems Private Limited 4) Hinduja Renewables Energy Private Limited 5) Switch Mobility Limited, UK	1) Hinduja Tech Limited* 2) Hinduja National Power Corporation Limited# 3) Hinduja Leyland Finance Limited* 4) Hinduja Automotive Limited (UK)# 5) Switch Mobility Limited (UK)* 6) Gro Digital Platforms Limited*
	Both Mr. Shom Ashok Hinduja and Mr. Dheeraj Hinduja have not resigned from any listed entity in the last three years (as required under Regulation 36(3)(d) of SEBI Listing Regulations).	
Chairmanship(s)/Members hip(s) of Committees of other Companies as on the date of Postal Ballot Notice	1) Hinduja Renewables Private Limited (a) Committee of Directors – Chairman 2) Gulf Oil Lubricants India Limited (a) Risk Management Committee – Member	1) Hinduja National Power Corporation Limited (a) Nomination and Remuneration Committee – Member (b) Corporate Social Responsibility Committee – Chairman 2) Hinduja Tech Limited (a) Nomination and Remuneration Committee – Member (b) Corporate Social Responsibility Committee – Chairman

Name of the Director	Mr. Shom Ashok Hinduja	Mr. Dheeraj G Hinduja
		3) Hinduja Leyland Finance Limited (a) Nomination and Remuneration Committee - Member (b) Corporate Social Responsibility Committee – Chairman (c) Risk Management Committee-Member
Number of shares held in the Company (self and as a beneficial owner)	Nil	Nil
Remuneration proposed to be paid	Sitting fees and such amount of commission as may be decided by the Nomination and Remuneration Committee/Board.	As mentioned in the resolution
Remuneration last drawn	Not applicable	Commission of Rs. 68.00 lakhs paid for the FY 2020-21 to Mr. Dheeraj G Hinduja as a Non-Executive Chairman. Sitting fee of Rs. 13.90 lakhs paid for attending the meetings of the Board and Committees held during the FY 2020-21. Sitting fee of Rs. 9.50 lakhs paid for attending the meetings of the Board and Committees held during April 1, 2021 and November 25, 2021. Eligible for proportionate commission for the year 2021-22 from April 1, 2021 upto November 25, 2021 as determined by the Nomination & Remuneration Committee & Board.
Terms and conditions of appointment	As mentioned in the resolution.	As mentioned in the resolution.
Relationship with other Directors or KMP of the Company	Nil	Nil
Number of meetings of the Board attended	2 out of 2 meetings held since his appointment.	7 of 7 meetings held during the FY 2020-21 6 of 6 meetings held during April 1, 2021 to till date.

*Chairman of the Board

#Co-Chairman of the Board
