



ASHOK LEYLAND
Ashok Leyland Limited

Registered Office: No.1, Sardar Patel Road, Guindy, Chennai 600 032

POSTAL BALLOT FORM

(Please read instructions printed overleaf carefully before completing this form)

Serial No.:

1. Name & Registered address of :
the sole/first named Shareholder

2. Name(s) of the Joint Holder(s) If any :

3. Registered Folio No./DP Id No. */Client Id No.* :
(*Applicable to Shareholders holding
shares in dematerialised form)

4. Number of shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated January 21, 2014 by sending my/our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution for payment of Remuneration to Mr. Vinod K Dasari, Managing Director for the Financial Year 2013-14 due to inadequate profits			

Place :

Date :

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note : Kindly read the instructions printed overleaf before exercising your vote through this Form or e-voting
Last date for receipt of Postal Ballot Forms by Scrutinizer is March 17, 2014

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the attached prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted. Members residing outside India should stamp the envelopes appropriately.
2. The Company has appointed Ms. B Chandra, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner. The self-addressed business reply envelope bears the address of the Scrutinizer.
3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
4. The Postal Ballot should be completed and signed by the shareholder. In case of jointholding, this Form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL or CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him/her, by the next named shareholder and so on. In case of shares held by the company, Trust, Society etc., the duly completed Postal Ballot Form should be accompanied by Certified True Copy of the Board Resolution/Authorisation.
5. Duly completed Postal Ballot Form should be received by the Scrutinizer **not later than March 17, 2014**. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Votes will be considered invalid on the following grounds:
 - a. If the Ballot Form is unsigned;
 - b. If the member's signature does not tally;
 - c. If the member has marked (√) both in favour and also against in the ballot paper;
 - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the member or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
 - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
7. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company's Registrar & Transfer Agents, M/s Integrated Enterprises India Limited, 2nd Floor, Kences Towers, I, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600 017. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer on or before the date specified in Instruction No. 5 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on January 31, 2014.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot and a Member having no right should treat this Notice as intimation only.
11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The result of the Postal Ballot will also be posted on the website of the Company www.ashokleyland.com and also in the newspaper(s) for the information of the Shareholders.
13. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.
14. The date of declaration of result i.e., March 20, 2014 shall be the effective date of passing the Special Resolution.