



January 18, 2017

National Stock Exchange of India Limited  
Exchange Plaza,  
C-1, Block G  
Bandra Kurla Complex  
Bandra (E), Mumbai - 400 051  
NEAPS

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

BSE Listing Centre

**Scrip Code: ASHOKLEY**

**Scrip Code No: 500477**

Dear Sirs,

**Subject: Details of voting Results: Postal Ballot and remote e-voting**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Notice of Postal Ballot dated November 8, 2016, please find enclosed herewith the voting results of the Postal Ballot conducted by the Company for seeking approval of Members of the Company for (i) Alteration of the Objects Clause and Liability Clause of the Memorandum of Association of the Company; and (ii) Increase in the number of stock options under Ashok Leyland Employees Stock Option Plan 2016, as per the prescribed format along with the Scrutinizer's Report issued by Ms. B Chandra, (ACS No.: 20879 and CP No.:7859), Practising Company Secretary, Chennai, the Scrutinizer.


Based on the Scrutinizer's Report, we would like to inform that the special resolutions as set out in the Notice of Postal Ballot dated November 8, 2016, has been duly approved by the Members of the Company with requisite majority.

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,

**For ASHOK LEYLAND LIMITED**

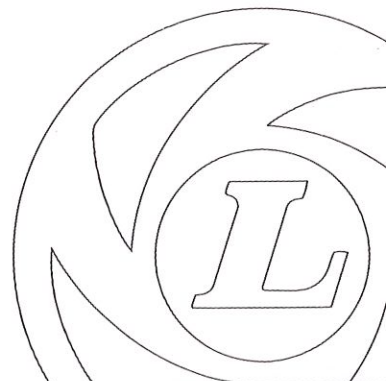
  
**N Ramanathan**  
**Company Secretary**  
**Encl.: a/a**

**ASHOK LEYLAND LIMITED**

Registered Office: No.1, Sardar Patel Road, Guindy, Chennai 600 032, India.  
t : +91.44.2220 6000 f : +91.44.2220 6001, e : reachus@ashokleyland.com,  
CIN: L34101TN1948PLC000105, www.ashokleyland.com



**HINDUJA GROUP**



Name of the Company	Ashok Leyland Limited
Date of the AGM	Not applicable
Total number of shareholders on record date	526048
No. of shareholders present in the meeting either in person or through proxy:	Not applicable
Promoters and Promoter Group:	Not applicable
Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing	Not applicable
Promoters and Promoter Group:	Not applicable
Public	Not applicable

Agenda-wise disclosure (to be disclosed separately for each agenda item)									
Resolution required: (Ordinary/ Special) Resolution No. 1									
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-voting Poll (Not applicable) Postal Ballot	1433847039	1433847039	100.00	1433847039	0	100.00	0.00	
Public-Institutions	E-voting Poll (Not applicable) Postal Ballot	578379403	56357143	9.74	56357143	0	100.00	0.00	
Public Non-institutions	E-voting Poll (Not applicable) Postal Ballot	833650192	124428015	14.93	124177367	250648	99.80	0.20	
Total		2845876634	1253611	0.15	1207266	46345	96.30	3.70	
Resolution required: (Ordinary/ Special) Resolution No. 2									
Promoter and Promoter Group	E-voting Poll (Not applicable) Postal Ballot	1433847039	1433847039	100.00	1433847039	0	100.00	0.00	
Public-Institutions	E-voting Poll (Not applicable) Postal Ballot	565962140	56357143	9.96	38287911	18069232	67.94	32.06	
Public Non-institutions	E-voting Poll (Not applicable) Postal Ballot	846067455	59693713	7.06	45518334	14175379	76.25	23.75	
Total		2845876634	1225174	0.14	1120038	105136	91.42	8.58	
			1551123069	54.50	1518773322	32349747	97.91	2.09	





**B. CHANDRA**  
Practising Company Secretary

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

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

**Report of the Scrutinizer(s)**

**[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014 as amended upto date]**

January 17, 2017

To

The Chairman  
Ashok Leyland Limited  
No. 1, Sardar Patel Road  
Guindy, Chennai - 600 032

**Subject: Passing of resolution contained in the Notice dated November 8, 2016 by means of Postal Ballot in terms of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 framed there under with regard to Special Resolutions under Section 13 and 62 of the Companies Act, 2013 (the Act)**

Dear Sir,

I, **B Chandra**, Practising Company Secretary, having my office at AG3, Ragamaliika, No.26, Kumaran Colony Main Road, Vadapalani, Chennai - 600 026, appointed as Scrutinizer as per the letter dated November 8, 2016 for the purpose of Postal Ballot and remote e-voting for passing Special Resolution to alter the Objects Clause and Liability Clause of the Memorandum of Association of the Company and to increase the number of stock options under Ashok Leyland Employees Stock Option Plan 2016.

As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot Forms (both by physical mode and e-voting) received from the members of the Company, I hereby submit my report as under:





1.1	The Company on December 17, 2016 completed the despatch of Postal Ballot Forms along with self-addressed postage prepaid envelope to its Members whose E-mail IDs are not registered with the Company but whose name(s) appeared on the Register of Members/list of beneficiaries as on December 8, 2016. In respect of those members whose E-mail IDs are registered with the Company, the Postal ballot forms along with the Notice and Explanatory Statement were sent by e-mail on the same date through Integrated Enterprises (India) Limited, the Registrar and Transfer Agent of the Company. Members were also given the option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL), as an alternate, for its Members to enable them to cast their votes electronically instead of responding to Postal Ballot Form physically.
1.2	The Public Advertisement with respect to despatch of postal ballot was published on December 19, 2016 in English Newspaper "Business Standard" & on December 19, 2016 in Tamil Newspaper (Vernacular Newspaper) "Dinamani".
1.3	In terms of the Public Notice, the last date and time fixed to receive the Postal Ballot Forms from the members was not later than close of working hours on Monday, January 16, 2017 (5.00 P.M). In case of E voting, members were requested to cast their votes electronically on or before Monday, January 16, 2017 (5.00 P.M).
1.4	Particulars of all the postal ballot forms received from the Members physically and votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	The postal ballot forms were kept under my safe custody.
1.6	The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries as on December 8, 2016 as maintained by the Company. Votes cast by e-voting were matched with the Register of Members of the Company/ list of beneficiaries and checked for duplication viz, voting by both physical and electronic mode. The votes downloaded from the e-Voting system were collated on January 16, 2017 after 5.00 PM. Duplicate votes detected were invalidated.
1.7	All postal ballot forms received and votes cast through e-voting upto 5.00 PM on January 16, 2017, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
1.8	No Envelope containing postal ballot forms were received after 5.00 PM on January 16, 2017.
1.9	1742 envelopes containing postal ballot forms were returned undelivered and 236 notices sent by email bounced.

B. Chandra





1.10	I did not find any defaced or mutilated ballot papers.
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2. A summary of the postal ballot forms processed is given below:

S.No	Resolutions	Nature of Resolution
1	Alteration of the Objects clause and Liability clause of the Memorandum of Association of the Company in terms of Section 13 and other applicable provisions of the Act.	Special
2	Increase in the number of stock options under Ashok Leyland Employees Stock Option Plan 2016 in terms of Section 62 and other applicable provisions of the Act.	Special

The details of the number of postal ballots received, number of e-voting carried out by members and the valid / invalid votes in respect of the above said resolution are given below.

**Resolution 1: Alteration of the Objects Clause and Liability Clause of the Memorandum of Association of the Company**

Particulars		No. of postal ballot forms	Total No. of Votes
<b>PHYSICAL</b>			
(a)	Total postal ballot forms received	1305	13,43,108
(b)	Less: Invalid postal ballot forms (as per register)	88	89,497
(c)	Net valid postal ballot forms/ No. of votes (as per register)	1217	12,53,611
(d)	Postal ballot forms / No. of votes with assent to the Resolution	1177*	12,07,266
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	41*	46,345
* One shareholder having 120 shares has voted 100 shares in favor and 20 shares against.			
<b>E VOTING</b>			
Particulars		Voter Count	Vote Count
(a)	Total count	3283	203,66,43,348.572

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(b)	Invalid votes	581	42,20,11,151.572
(c)	Valid votes	2702	1,61,46,32,197
(d)	Total votes – Assent to the resolution	2463	1,61,43,81,549
(e)	Total votes – Dissent to the resolution	239	2,50,648

#### SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	3640 (1615588815 shares)	99.981
Total votes – Dissent to the resolution	280 (296993 Shares)	0.019
<b>TOTAL</b>	<b>3920 (1615885808 Shares)</b>	<b>100</b>

Since 1,61,55,88,815 votes, constituting 99.981% of the total number of net valid votes cast as per summary above (votes cast in favor are not less than three times the number of votes cast against), I hereby report that the above said resolution is passed as special resolution.

#### Resolution 2: Increase in the number of stock options under Ashok Leyland Employees Stock Option Plan 2016

Particulars		No. of postal ballot forms	Total No. of Votes
<b>PHYSICAL</b>			
(a)	Total postal ballot forms received	1305	13,43,852
(b)	Less: Invalid postal ballot forms (as per register)	137	1,18,678
(c)	Net valid postal ballot forms/ No. of votes (as per register)	1168	12,25,174
(d)	Postal ballot forms / No. of votes with assent to the Resolution	1021*	11,20,038
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	148*	1,05,136
* One shareholder having 120 shares has voted 100 shares in favor and 20 shares against.			

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E VOTING			
Particulars		Voter Count	Vote Count
(a)	Total count	3317	193,17,14,528.572
(b)	Invalid votes	573	38,18,16,633.572
(c)	Valid votes	2744	154,98,97,895
(d)	Total votes – Assent to the resolution	2104	151,76,53,284
(e)	Total votes – Dissent to the resolution	640	3,22,44,611

#### SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	3125 (1518773322 Shares)	97.914
Total votes – Dissent to the resolution	788 (32349747 Shares)	2.086
<b>TOTAL</b>	<b>3913 (1551123069 Shares)</b>	<b>100</b>

Since 1,51,87,73,322 votes, constituting 97.914 % of the total number of net valid votes cast as per summary above (votes cast in favor are not less than three times the number of votes cast against), I hereby report that the above said resolution is passed as special resolution.

- I have sealed and handed over the Postal Ballot Forms, the data sheet relating to e-voting and other related papers/registers, records to the Company Secretary/~~Director~~ authorized by the Board for safe keeping.
- You may accordingly declare the result of the voting by Postal Ballot and e-voting.

Thanking you,

Yours faithfully,

*B Chandra*



B Chandra

Company Secretary in Practice

CP No. 7859

Place: Chennai