

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L34101TN1948PLC000105

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACA4651L

(ii) (a) Name of the company

ASHOK LEYLAND LIMITED

(b) Registered office address

No. 1, Sardar Patel Road Guindy NA
Chennai
Tamil Nadu
600032
India



(c) *e-mail ID of the company

ramanathan.n5@ashokleyland



(d) *Telephone number with STD code

04422206000

(e) Website

www.ashokleyland.com

(iii) Date of Incorporation

07/09/1948

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street
North Usman Road T Nagar

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

27/06/2024

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C11	Motor vehicles, trailers, semi trailers and other Transport Vehicles	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

48

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Hinduja Automotive Limited, U		Holding	50.86
2	Machen Holdings SA		Holding	0

3	Machen Development Corpora +		Holding	0
4	Amas Holdings SPA		Holding	0
5	Albonair GmbH, Germany		Subsidiary	100
6	Albonair(Taicang) Automotive +		Subsidiary	0
7	Albonair (India) Private Limited +		Subsidiary	100
8	Ashok Leyland Nigeria Limited +		Subsidiary	100
9	Ashok Leyland (Chile), S.A.		Subsidiary	100
10	Gulf Ashley Motor Limited		Subsidiary	93.15
11	Vishwa Buses and Coaches Lim +		Subsidiary	100
12	Optare Plc., U.K.		Subsidiary	92.59
13	Optare UK Limited		Subsidiary	0
14	Switch Mobility Limited, UK		Subsidiary	0
15	Switch Mobility Automotive Li +		Subsidiary	0
16	OHM International Mobility Lir +		Subsidiary	0
17	Switch Mobility Europe S.L., Sp +		Subsidiary	0
18	OHM Global Mobility Private Li +		Subsidiary	100
19	Global TVS Bus Body Builders L +		Subsidiary	66.67
20	Hinduja Tech Limited		Subsidiary	73.22
21	Hinduja Tech GmbH, Germany +		Subsidiary	0
22	Hinduja Tech Inc., USA		Subsidiary	0
23	Hinduja Tech (Shanghai) Co., L +		Subsidiary	0
24	Hinduja Tech Canada Inc., Can +		Subsidiary	0
25	Drive System Design Limited, U +		Subsidiary	0
26	Drive System Design Inc., USA +		Subsidiary	0
27	Drive System Design s.r.o., Cze +		Subsidiary	0

28	Hinduja Tech U.K. Limited, U.K. +		Subsidiary	0
29	ZeBeyond Limited, U.K.		Joint Venture	0
30	Hinduja Leyland Finance Limit +		Subsidiary	60.4
31	Hinduja Housing Finance Limit +		Subsidiary	0
32	Gaadi Mandi Digital Platforms +		Subsidiary	0
33	HLF Services Limited		Subsidiary	54
34	Ashley Aviation Limited		Subsidiary	100
35	Ashok Leyland (UAE) LLC		Subsidiary	100
36	LLC Ashok Leyland Russia		Subsidiary	0
37	Ashok Leyland West Africa SA +		Subsidiary	0
38	Gro Digital Platforms Limited +		Subsidiary	50
39	Ashok Leyland Defence System +		Associate	48.49
40	Mangalam Retail Services Limi +		Associate	37.48
41	Lanka Ashok Leyland PLC		Associate	27.85
42	Rajalakshmi Wind Energy Limit +		Associate	26
43	Ashley Alteams India Limited +		Joint Venture	50
44	Ashok Leyland John Deere Cor +		Joint Venture	4.85
45	Prathama Solar Connect Energ +		Associate	26
46	HR Vaigai Private Limited		Associate	26
47	TVS Trucks and Buses Limited +		Joint Venture	49.9
48	Ashok Leyland Foundation		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	27,856,000,000	2,936,327,276	2,936,327,276	2,936,327,276
Total amount of equity shares (in Rupees)	27,856,000,000	2,936,327,276	2,936,327,276	2,936,327,276

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Re. 1/- each				
Number of equity shares	27,856,000,000	2,936,327,276	2,936,327,276	2,936,327,276
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	27,856,000,000	2,936,327,276	2,936,327,276	2,936,327,276

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	113,500,000	0	0	0
Total amount of preference shares (in rupees)	8,065,000,000	0	0	0

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares of Rs.10/- each				
Number of preference shares	36,500,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	365,000,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares of Rs. 100/- each				
Number of preference shares	77,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	7,700,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	10,097,647	2,926,029,629	2936127276	2,936,127,276	2,936,127,276	
Increase during the year	0	200,000	200000	1,666,327	1,666,327	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	200,000	200000	200,000	200,000	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				1,466,327	1,466,327	
Demat of shares						
Decrease during the year	0	0	0	1,466,327	1,466,327	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				1,466,327	1,466,327	
Decrease in physical holding due to demat of share						
At the end of the year	10,097,647	2,926,229,629	2936327276	2,936,327,276	2,936,327,276	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE208A01029

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting				<input style="width: 100%;" type="text"/>			
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	
Ledger Folio of Transferor				<input style="width: 100%;" type="text"/>			
Transferor's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input style="width: 100%;" type="text"/>			
Transferee's Name		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>		<input style="width: 50%;" type="text"/>	
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)				<input style="width: 100%;" type="text"/>			
Type of transfer		<input style="width: 50%;" type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input style="width: 50%;" type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input style="width: 50%;" type="text"/>	

Ledger Folio of Transferor							
Transferor's Name							
	Surname		middle name		first name		
Ledger Folio of Transferee							
Transferee's Name							
	Surname		middle name		first name		

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	2,000	1000000	2,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			2,000,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	8,000,000,000	0	6,000,000,000	2,000,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

383,670,336,873

(ii) Net worth of the Company

88,103,703,945

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,171,460,121	39.9	0	
10.	Others GDRs and others	329,200,140	11.21	0	
	Total	1,500,660,261	51.11	0	0

Total number of shareholders (promoters)

6

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	391,162,632	13.32	0	
	(ii) Non-resident Indian (NRI)	14,200,253	0.48	0	
	(iii) Foreign national (other than NRI)	1,910	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	360,000	0.01	0	
	(iii) Government companies	1,859,830	0.06	0	
3.	Insurance companies	134,617,126	4.58	0	
4.	Banks	7,064,829	0.24	0	
5.	Financial institutions	41,059,755	1.4	0	
6.	Foreign institutional investors	624,721,606	21.28	0	
7.	Mutual funds	169,994,445	5.79	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	12,032,759	0.41	0	
10.	Others GDRs and others	38,591,870	1.31	0	
	Total	1,435,667,015	48.88	0	0

Total number of shareholders (other than promoters)

1,527,694

**Total number of shareholders (Promoters+Public/
Other than promoters)**

1,527,700

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

673

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS FUND +	JP Morgan Chase Bank N.A, INDIA +			2,261,117	0.08
EMERGING MARKETS FUND +	JP Morgan Chase Bank N.A, INDIA +			135,462	0
EMERGING MARKETS FUND +	JP Morgan Chase Bank N.A, INDIA +			6,365,454	0.22
EMERGING MARKETS FUND +	JP Morgan Chase Bank N.A, INDIA +			32,166	0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
FONDITALIA EQUITY II +	CITIBANK N.A. CUSTODY SERVICES +			157,958	0.01
FONDITALIA EQUITY C +	CITIBANK N.A. CUSTODY SERVICES +			144,158	0
FIDEURAM FUND EQU +	CITIBANK N.A. CUSTODY SERVICES +			5,158	0
FONDITALIA EQUITY P +	CITIBANK N.A. CUSTODY SERVICES +			107,171	0
FP BRUNEL PENSION F +	HSBC SECURITIES SERVICES 11TH +			903,849	0.03
HSBC POOLED INVEST +	HSBC SECURITIES SERVICES 11TH +			207,334	0.01
INVESTERINGSFORENI +	JP Morgan Chase Bank N.A, India +			26,795	0
INVESTERINGSFORENI +	JP Morgan Chase Bank N.A, India +			85,095	0
CUSTODY BANK OF JA +	CITIBANK N.A. CUSTODY SERVICES +			32,930	0
LANSFORSAKRINGAR +	HSBC SECURITIES SERVICES 11TH +			749,628	0.03
LACM EMERGING MAP +	CITIBANK N.A. CUSTODY SERVICES +			237,829	0.01
LANSFORSAKRINGAR +	HSBC SECURITIES SERVICES 11TH +			282,367	0.01
MSCI EQUITY INDEX FI +	JP Morgan Chase Bank N.A, INDIA +			4,646,119	0.16
NOMURA INDIA INVES +	CITIBANK N.A. CUSTODY SERVICES +			12,095,220	0.41
UBS (LUX) INSTITUTIO +	STANDARD CHARTERED BANK Ser +			72,987	0
UBS FUND MANAGEM +	STANDARD CHARTERED BANK Ser +			114,302	0
UBS (LUX) FUND SOLU +	DEUTSCHE BANK AG, DB HOUSE F +			1,789,559	0.06
1895 WERELD MULTIF +	DEUTSCHE BANK AG, DB HOUSE F +			663,026	0.02
ABU DHABI INVESTME +	JP Morgan Chase Bank N.A, INDIA +			433,105	0.01
ABU DHABI INVESTME +	JP Morgan Chase Bank N.A, INDIA +			43,138	0
COPTHALL MAURITIUS +	JP Morgan Chase Bank N.A, INDIA +			2,844,618	0.1

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	1,145,732	1,527,694
Debenture holders	5	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	0	0	0
B. Non-Promoter	2	8	2	8	0	0
(i) Non-Independent	2	2	2	2	0	0
(ii) Independent	0	6	0	6	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	8	3	8	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

14

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Dheeraj Gopichand Hir	00133410	Whole-time director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Andreas Hubertus Biac	06570499	Director	0	
Canakapalli Bhaktavata	00010175	Director	1,690	
Jean Brunol	03044965	Director	0	
Jose Maria Alapont	07712699	Director	0	
Manisha Girotra	00774574	Director	0	
Sanjay Khatau Asher	00008221	Director	0	
Saugata Gupta	05251806	Director	0	
Shom Ashok Hinduja	07128441	Director	0	
Shenu Agarwal	03485730	Managing Director	0	
Gopal Mahadevan	01746102	Whole-time director	20,620	
Shenu Agarwal	AECA6213R	CEO	0	
Gopal Mahadevan	AACPG7248J	CFO	20,620	31/05/2024
Natarajan Ramanathan	AEGPR2435A	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25/07/2023	1,143,438	78	0

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2023	11	11	100
2	12/06/2023	11	10	90.91
3	21/07/2023	11	11	100
4	14/08/2023	11	11	100
5	14/09/2023	11	11	100
6	09/11/2023	11	11	100
7	06/12/2023	11	11	100
8	05/02/2024	11	11	100
9	13/03/2024	11	11	100
10	25/03/2024	11	8	72.73

C. COMMITTEE MEETINGS

Number of meetings held

30

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/05/2023	5	5	100
2	Audit Committee	20/07/2023	5	5	100
3	Audit Committee	14/08/2023	5	5	100
4	Audit Committee	14/09/2023	5	5	100
5	Audit Committee	08/11/2023	5	5	100
6	Audit Committee	04/02/2024	5	5	100
7	Audit Committee	13/03/2024	5	5	100
8	Nomination and Remuneration Committee	22/05/2023	3	3	100
9	Nomination and Remuneration Committee	20/05/2023	3	3	100
10	Nomination and Remuneration Committee	09/11/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/06/2024
								(Y/N/NA)
1	Dheeraj Gopic	10	9	90	12	10	83.33	Yes
2	Andreas Hube	10	10	100	9	9	100	Yes
3	Canakapalli Bl	10	10	100	11	11	100	Yes
4	Jean Brunol	10	10	100	17	17	100	Yes
5	Jose Maria Ala	10	10	100	21	20	95.24	Yes
6	Manisha Girot	10	10	100	10	8	80	Yes
7	Sanjay Khatau	10	10	100	20	20	100	Yes
8	Saugata Gupta	10	9	90	15	14	93.33	Yes
9	Shom Ashok H	10	10	100	3	3	100	Yes
10	Shenu Agarwa	10	9	90	10	8	80	Yes
11	Gopal Mahade	10	9	90	8	6	75	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dheeraj G Hinduja	Executive Chairman	239,250,000	0	0	750,000	240,000,000
2	Shenu Agarwal	MD&CEO	84,734,996.56	0	0	750,000	85,484,996.56
3	Gopal Mahadevan	WTD&CFO	83,475,483.53	0	17,870,000	750,000	102,095,483.53
	Total		407,460,480.09	0	17,870,000	2,250,000	427,580,480.09

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	N Ramanathan	Company Secretary	21,167,476.49	0	0	785,640	21,953,116.49
	Total		21,167,476.49	0	0	785,640	21,953,116.49

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Prof. Dr. Andreas H	Director	0	8,162,210	0	1,540,000	9,702,210
2	Mr. Jean Brunol	Director	0	8,244,670	0	2,180,000	10,424,670
3	Mr. Jose Maria Alap	Director	0	9,129,420	0	2,360,000	11,489,420
4	Ms. Manisha Girotra	Director	0	7,724,700	0	1,360,000	9,084,700
5	Mr. Sanjay K Asher	Director	0	9,569,450	0	2,180,000	11,749,450
6	Mr. Saugata Gupta	Director	0	8,219,400	0	1,930,000	10,149,400
7	Dr. C Bhaktavatsala	Director	0	8,207,550	0	1,820,000	10,027,550
8	Mr. Shom Ashok Hii	Director	0	7,598,200	0	1,290,000	8,888,200
	Total		0	66,855,600	0	14,660,000	81,515,600

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

B CHANDRA

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

7859

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

12g

dated

01/02/2018

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

01746102

To be digitally signed by

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



ANNEXURE TO FORM MGT – 7
IX. MEETINGS OF COMMITTEES OF THE BOARD OF DIRECTORS – DETAILS

Total Number of Committees	7
Total Number of Committee Meetings	30

1. Audit Committee

S. No	Date of Meeting	Total No. of Members as on the Date of Meeting	No. of Members attended	% of Attendance
1.	22-May-2023	5	5	100
2.	20-Jul-2023	5	5	100
3.	14-Aug-2023	5	5	100
4.	14-Sep-2023	5	5	100
5.	08-Nov-2023	5	5	100
6.	04-Feb-2024	5	5	100
7.	13-Mar-2024	5	5	100

2. Nomination and Remuneration Committee

S. No	Date of Meeting	Total No. of Members as on the Date of Meeting	No. of Members attended	% of Attendance
1.	22-May-2023	3	3	100
2.	20-Jul-2023	3	3	100
3.	09-Nov-2023	3	3	100
4.	05-Feb-2024	3	3	100

3. Stakeholders' Relationship Committee

S. No	Date of Meeting	Total No. of Members as on the Date of Meeting	No. of Members attended	% of Attendance
1.	17-May-2023	3	2	66.67
2.	21-Jul-2023	3	2	66.67
3.	09-Nov-2023	3	3	100
4.	05-Feb-2024	3	3	100

4. Corporate Social Responsibility Committee

S. No	Date of Meeting	Total No. of Members as on the Date of Meeting	No. of Members attended	% of Attendance
1.	17-May-2023	4	2	50
2.	20-Mar-2024	4	3	75

Registered Office: Ashok Leyland Limited, No. 1, Sardar Patel Road, Guindy, Chennai - 600032, Tel.: 91 44 2220 6000
E-mail: reachus@ashokleyland.com | Website: www.ashokleyland.com

CIN: L34101TN1948PLC000105



HINDUJA GROUP



5. Risk Management Committee

S. No	Date of Meeting	Total No. of Members as on the Date of Meeting	No. of Members attended	% of Attendance
1.	06-Apr-2023	4	4	100
2.	28-Sep-2023	4	4	100
3.	20-Mar-2024	4	3	75

6. Technology and Investment Committee

S. No	Date of Meeting	Total No. of Members as on the Date of Meeting	No. of Members attended	% of Attendance
1.	22-May-2023	5	5	100
2.	20-Jul-2023	5	5	100
3.	14-Aug-2023	5	4	80
4.	14-Sep-2023	5	5	100
5.	08-Nov-2023	5	5	100
6.	04-Feb-2024	5	4	80

7. Environmental, Social and Governance Committee

S. No	Date of Meeting	Total No. of Members as on the Date of Meeting	No. of Members attended	% of Attendance
1.	22-May-2023	6	5	83.33
2.	20-Jul-2023	7	7	100
3.	08-Nov-2023	7	7	100
4.	04-Feb-2024	7	6	85.71

