Form No. MGT-7

Annual Return (other than OPCs and Small Companies)
[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

Form language
(•) English ( ) Hindi

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN) — L34101TN1948PLC000105

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY) — 01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY) — 31/03/2025

(c) *Type of Annual filing — (•) Original ( ) Revised

(d) SRN of MGT-7 filed earlier for the same financial years —

iii

Particulars	**As on filing date**	**As on the financial year end date**
Name of the company	ASHOK LEYLAND LIMITED	ASHOK LEYLAND LIMITED
Registered office address	No. 1, Sardar Patel Road Guindy,NA,Chennai,Tamil Nadu,India,600032	No. 1, Sardar Patel Road Guindy,NA,Chennai,Tamil Nadu,India,600032
Latitude details	13.012388	13.012388
Longitude details	80.222006	80.222006

(a) *Photograph of the registered office of the Company showing external building and name prominently visible — Photo.pdf

(b) *Permanent Account Number (PAN) of the company — AA******1L

(c) *e-mail ID of the company — *****athan.n5@ashokleyland.com

(d) *Telephone number with STD code — 04*******00

(e) Website

www.ashokleyland.com

iv *Date of Incorporation (DD/MM/YYYY)

07/09/1948

v (a) *Class of Company (as on the financial year end date)
(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)

Non-government company

vi *Whether company is having share capital (as on the financial year end date)

(●) Yes ( ) No

vii (a) Whether shares listed on recognized Stock Exchange(s)

(●) Yes ( ) No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
2	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U74900TN2015PTC101466	INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED	2nd Floor Kences Towers ,1 Ramakrishna Street North Usman Road T Nagar, NA, Chennai, Chennai, Tamil Nadu, India, 600017	INR000000544

ix * (a) Whether Annual General Meeting (AGM) held

(●) Yes ( ) No

(b) If yes, date of AGM (DD/MM/YYYY)

14/08/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

( ) Yes (●) No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *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	29	Manufacture of motor vehicles, trailers and semi-trailers	100

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

i *No. of Companies for which information is to be given: 50

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1		159177	Hinduja Automotive Limited, U.K.	Holding	51
2		21172	Albonair GmbH, Germany	Subsidiary	100
3		NA	Albonair (Taicang) Automotive Technology Co., Ltd, China	Subsidiary	0
4	U74110TN2009PTC073654		ALBONAIR (INDIA) PRIVATE LIMITED	Subsidiary	100
5		946164	Ashok Leyland (Nigeria) Limited	Subsidiary	100
6		na	Ashok Leyland (Chile), S.A	Subsidiary	100

7	U88900TN2024NPL167471		ASHOK LEYLAND FOUNDATION	Subsidiary	100
8	U34100TN2021PTC141882		OHM GLOBAL MOBILITY PRIVATE LIMITED	Subsidiary	100
9	U66030TN2008PLC122350		ASHLEY AVIATION LIMITED	Subsidiary	100
10		11403590	Ashok Leyland (UAE) LLC	Subsidiary	100
11		Not applicable	Ashok Leyland West Africa SA	Subsidiary	0
12	U34101TN2020PLC139539		VISHWA BUSES AND COACHES LIMITED	Subsidiary	100
13	U34102TN2004PLC052489		GULF ASHLEY MOTOR LIMITED	Subsidiary	93
14		6481690	Optare Plc., U. K	Subsidiary	93
15		6339159	Optare UK Limited	Subsidiary	0
16		1818255	Switch Mobility Limited, UK (formerly Optare Group Limited)	Subsidiary	0
17	U34300TN2020PLC140385		SWITCH MOBILITY AUTOMOTIVE LIMITED	Subsidiary	0
18		VA-32204-8	Switch Mobility Europe S.l., Spain	Subsidiary	0
19	U82990TN2010PLC076750		HLF SERVICES LIMITED	Subsidiary	82
20	U72900TN2021PLC142824		GRO DIGITAL PLATFORMS LIMITED	Subsidiary	81
21	U72400TN2009PLC072067		HINDUJA TECH LIMITED	Subsidiary	73
22		226189	Hinduja Tech GmbH, Germany	Subsidiary	0
23		3251826	Hinduja Tech Inc., USA	Subsidiary	0
24		Not Applicable	Hinduja Tech (Shanghai) Co., Limited	Subsidiary	0
25		1007247390	Hinduja Tech Canada Inc., Canada	Subsidiary	0
26		6304697	Drive System Design Limited, UK	Subsidiary	0
27		CM8KBJQCJ5A8	Drive System Design Inc., USA	Subsidiary	0

28		8071268	Drive System Design s.r.o., Czech	Subsidiary	0
29		14134419	Hinduja Tech Limited, U. K	Subsidiary	0
30	U35202TN1998PLC041466		GLOBAL TVS BUS BODY BUILDERS LIMITED	Subsidiary	67
31	U65993MH2008PLC384221		HINDUJA LEYLAND FINANCE LIMITED	Subsidiary	61
32	U65922TN2015PLC100093		HINDUJA HOUSING FINANCE LIMITED	Subsidiary	0
33	U50400TN2022PLC149280		GAADI MANDI DIGITAL PLATFORMS LIMITED	Subsidiary	0
34	U27310TN2006PLC065084		ASHLEY ALTEAMS INDIA LIMITED	Joint Venture	50
35	U45101TN2023PTC161176		TVS TRUCKS AND BUSES PRIVATE LIMITED	Joint Venture	49.90
36	U34200TN2008PLC080987		ASHOK LEYLAND DEFENCE SYSTEMS LIMITED	Associate	48
37	U51909MH2006PLC288018		MANGALAM RETAIL SERVICES LIMITED	Associate	37
38		14515954	ZeBeyond Limited, U.K.	Joint Venture	37
39		LK0109N00005	Lanka Ashok Leyland PLC	Associate	28
40	U40105TN2010PLC077414		RAJALAKSHMI WIND ENERGY LIMITED	Associate	26
41	U40300MH2019PTC319591		PRATHAMA SOLARCONNECT ENERGY PRIVATE LIMITED	Associate	26
42	U40106MH2021PTC372886		HR VAIGAI PRIVATE LIMITED	Associate	26
43	U29253TN2009PTC072136		ASHOK LEYLAND JOHN DEERE CONSTRUCTION EQUIPMENT COMPANY PRIVATE LIMITED	Joint Venture	47
44		HRB 86012	TECOSIM Group GmbH, Germany	Subsidiary	0
45		HRB 87151	TECOSIM GmbH, Germany	Subsidiary	0
46		3729504	TECOSIM Limited, U.K.	Subsidiary	0

47		J12/3908/2018	TECOSIM Engineering S.R.L, Romania	Subsidiary	0
48		NOT APPLICABLE	TECOSIM Inc, USA	Subsidiary	0
49		0300-01-013995	TECOSIM Japan Ltd, Japan	Subsidiary	0
50	U72900KA2009PTC050221		TECOSIM ENGINEERING SERVICES PRIVATE LIMITED	Subsidiary	0

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	27856000000	2936527276	2936527276	2936527276
Total amount of equity shares (in rupees)	27856000000.00	2936527276.00	2936527276.00	2936527276.00

Number of classes: 1

Class of shares Equity shares	**Authorised Capital**	**Issued capital**	**Subscribed Capital**	**Paid Up capital**
Number of equity shares	27856000000	2936527276	2936527276	2936527276
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	27856000000.00	2936527276.00	2936527276.00	2936527276.00

(b) Preference share capital

Particulars	**Authorised Capital**	**Issued capital**	**Subscribed capital**	**Paid Up capital**
Total number of preference shares	113500000	0	0	0

Total amount of preference shares (in rupees)	8065000000.00	0.00	0.00	0.00

Number of classes: 2

Class of shares Preference shares of Rs.100 each	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares	77000000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	7700000000.00	0.00	0.00	0.00

Class of shares Preference shares of Rs.10 each	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares	36500000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	365000000.00	0.00	0.00	0.00

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
(i) Equity shares						
At the beginning of the year	8631320	2927695956	2936327276.00	2936327276	2936327276	
Increase during the year	0.00	1249129.00	1249129.00	1249129.00	1249129.00	
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	200000	200000.00	200000	200000	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Demat Conversion	0	1049129	1049129.00	1049129	1049129	
Decrease during the year	1049129.00	0.00	1049129.00	1049129.00	1049129.00	
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Demat Conversion	1049129	0	1049129.00	1049129	1049129	
At the end of the year	7582191.00	2928945085.00	2936527276.00	2936527276.00	2936527276.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iii Others, specify			0.00			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify			0.00			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

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		
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

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

(a) Non-convertible debentures

*Number of classes: 1

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Non-convertible debentures	2000	1000000	2000000000.00
Total	2000.00	1000000.00	2000000000.00

Classes of non-convertible 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	2000000000	0	0	2000000000.00
Total	2000000000.00	0.00	0.00	2000000000.00

(b) Partly convertible debentures

*Number of classes: 0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes: 0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	2000000000.00	0.00	0.00	2000000000.00
Partly convertible debentures				
Fully convertible debentures				
Total	2000000000.00	0.00	0.00	2000000000.00

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	0.00		0.00		0.00

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

i *Turnover 387527430299

ii * Net worth of the Company 87047806124

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	1171460121	39.89	0	0.00
10	Others HELD AS GDRs	329200140	11.21	0	0.00
	Total	1500660261.00	51.10	0.00	0.00

Total number of shareholders (promoters) | 6

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	284531550	9.69	0	0.00
	(ii) Non-resident Indian (NRI)	11802071	0.40	0	0.00
	(iii) Foreign national (other than NRI)	1910	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	360000	0.01	0	0.00
	(iii) Government companies	1851612	0.06	0	0.00
3	Insurance companies	182307908	6.21	0	0.00
4	Banks	4783734	0.16	0	0.00
5	Financial institutions	9643791	0.33	0	0.00
6	Foreign institutional investors	684653771	23.32	0	0.00
7	Mutual funds	212284736	7.23	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	6536847	0.22	0	0.00
10	Others HELD AS GDRs	37109085	1.26	0	0.00
	Total	1435867015.00	48.89	0.00	0.00

Total number of shareholders (other than promoters)	1478747
Total number of shareholders (Promoters + Public/Other than promoters)	1478753.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	244840
2	Individual - Male	751716
3	Individual - Transgender	1
4	Other than individuals	482196
	Total	1478753.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company 1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
GOVERNMENT OF SINGAPORE	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	09/08/1965	Singapore	684653771	23.32

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
[Details of 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)	1527694	1478747
Debenture holders	1	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	7	0.00	0.00
i Non-Independent	2	2	2	2	0	0
ii Independent	0	6	0	5	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	7	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 13

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
DHEERAJ GOPICHAND HINDUJA	00133410	Whole-time director	0	
MANISHA GIROTRA	00774574	Director	0	28/06/2025
SANJAY KHATAU ASHER	00008221	Director	0	
JOSE MARIA ALAPONT	07712699	Director	0	02/09/2025
GOPAL MAHADEVAN	01746102	Whole-time director	47619	
SAUGATA GUPTA	05251806	Director	0	

SHOM ASHOK HINDUJA	07128441	Director	0	
SHENU AGARWAL	03485730	Managing Director	0	
THOMAS DAUNER	10642122	Director	0	
VENKATARAMANI SUMANTRAN	02153989	Director	0	
SHENU AGARWAL	[redacted]	CEO	0	
KIDAMBI MANI BALAJI	[redacted]	CFO	0	
NATARAJAN RAMANATHAN	[redacted]	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 12

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
GOPAL MAHADEVAN	[redacted]	CFO	31/05/2024	Cessation
VENKATARAMANI SUMANTRAN	02153989	Additional Director	24/05/2024	Appointment
VENKATARAMANI SUMANTRAN	02153989	Director	25/07/2024	Change in designation
THOMAS DAUNER	10642122	Additional Director	04/06/2024	Appointment
THOMAS DAUNER	10642122	Director	25/07/2024	Change in designation
KIDAMBI MANI BALAJI	[redacted]	CFO	01/06/2024	Appointment
CANAKAPALLI BHAKTAVATASALA RAO	00010175	Director	31/07/2024	Cessation
ANDREAS HUBERTUS BIAGOSCH	06570499	Director	25/07/2024	Cessation
SANJAY KHATAU ASHER	00008221	Director	25/07/2024	Cessation
JEAN BRUNOL	03044965	Director	25/07/2024	Cessation
SANJAY KHATAU ASHER	00008221	Additional Director	14/08/2024	Appointment
SANJAY KHATAU ASHER	00008221	Director	23/10/2024	Change in designation

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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25/07/2024	1541645	100	50.89

B BOARD MEETINGS

*Number of meetings held

6

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/05/2024	11	11	100.00
2	25/07/2024	13	11	84.62
3	08/11/2024	10	10	100.00
4	12/02/2025	10	10	100.00
5	20/03/2025	10	9	90.00
6	26/03/2025	10	7	70.00

C COMMITTEE MEETINGS

Number of meetings held

25

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	23/05/2024	5	4	80.00
2	Audit Committee	24/07/2024	5	5	100.00

3	Audit Committee	07/11/2024	4	3	75.00
4	Audit Committee	31/01/2025	4	4	100.00
5	Audit Committee	11/02/2025	4	4	100.00
6	Nomination and Remuneration Committee	17/04/2024	3	3	100.00
7	Nomination and Remuneration Committee	23/05/2024	3	3	100.00
8	Nomination and Remuneration Committee	25/07/2024	3	2	66.67
9	Nomination and Remuneration Committee	11/11/2024	3	3	100.00
10	Nomination and Remuneration Committee	12/02/2025	3	3	100.00
11	Stakeholders' Relationship Committee	23/05/2024	3	3	100.00
12	Stakeholders' Relationship Committee	25/07/2024	3	2	66.67
13	Stakeholders' Relationship Committee	07/11/2024	3	3	100.00
14	Stakeholders' Relationship Committee	11/02/2025	3	3	100.00
15	Corporate Social Responsibility	23/05/2024	4	4	100.00
16	Risk Management Committee	30/09/2024	4	4	100.00
17	Risk Management Committee	25/03/2025	4	4	100.00
18	Technology and Investment Committee	05/06/2024	5	5	100.00
19	Technology and Investment Committee	24/07/2024	5	5	100.00
20	Technology and Investment Committee	07/11/2024	5	5	100.00
21	Technology and Investment Committee	11/02/2025	5	5	100.00
22	Environmental, Social and Governance Committee	23/05/2024	7	6	85.71
23	Environmental, Social and Governance Committee	24/07/2024	7	6	85.71

24	Environmental, Social and Governance Committee	07/11/2024	6	6	100.00
25	Environmental, Social and Governance Committee	11/02/2025	6	6	100.00

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	14/08/2025 (Y/N/NA)
1	DHEERAJ GOPICHAND HINDUJA	6	6	100.00	9	9	100.00	Yes
2	MANISHA GIROTRA	6	5	83.33	10.0	8.0	80.00	Not applicable
3	SANJAY KHATAU ASHER	6	5	83.33	14.0	13.0	92.86	Yes
4	JOSE MARIA ALAPONT	6	6	100.00	18.0	18.0	100.00	Yes
5	GOPAL MAHADEVAN	6	6	100.00	2	2	100.00	Yes
6	SAUGATA GUPTA	6	5	83.33	14.0	14.0	100.00	No
7	SHOM ASHOK HINDUJA	6	6	100.00	8.0	7.0	87.50	Yes
8	SHENU AGARWAL	6	6	100.00	9.0	9.0	100.00	Yes
9	THOMAS DAUNER	5	4	80.00	7.0	7.0	100.00	Yes
10	VENKATARAMANI SUMANTRAN	5	4	80.00	4.0	4.0	100.00	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *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	Whole-time director	286450009	0	0	750000	287200009.00
2	Mr. Gopal Mahadevan	Whole-time director	137386806	0	25663000	750000	163799806.00
3	Shenu Agarwal	Managing director	122226935	0	0	750000	122976935.00
	Total		546063750.00	0.00	25663000.00	2250000.00	573976750.00

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

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	N Ramanathan	Company Secretary	23359854	0	0	750000	24109854.00
2	K M Balaji	CFO	46499706	0	0	750000	47249706.00
3	Gopal Mahadevan	CFO	7591825	0	12122500	255878	19970203.00
	Total		77451385.00	0.00	12122500.00	1755878.00	91329763.00

C *Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Jose Maria Alapont	Director	0	12000000	0	1820000	13820000.00
2	Ms. Manisha Girotra	Director	0	10000000	0	860000	10860000.00
3	Mr. Sanjay K Asher	Director	0	11000000	0	1290000	12290000.00
4	Saugata Gupta	Director	0	11000000	0	1480000	12480000.00
5	Venkatramani Sumantran	Director	0	8000000	0	640000	8640000.00
6	Thomas Dauner	Director	0	9000000	0	940000	9940000.00
7	Shom Ashok Hinduja	Director	0	9000000	0	990000	9990000.00
	Total		0.00	70000000.00	0.00	8020000.00	78020000.00

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 (DD/MM/YYYY)**	**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 (DD/MM/YYYY)**	**Name of the Act and section under which offence committed**	**Particulars of offence**	**Amount of compounding (in rupees)**

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder 1478754

XIV Attachments

(a) List of share holders, debenture holders	ALL12_MGT7 _Details of Shareholder or Debenture holder.xlsm ALL13_MGT7 _Details of Shareholder or Debenture holder.xlsm ALL11_MGT7 _Details of Shareholder or Debenture holder.xlsm ALL14_MGT7 _Details of Shareholder or Debenture holder.xlsm ALL5_MGT7 _Details of Shareholder or Debenture holder.xlsm ALL9_MGT7 _Details of Shareholder or Debenture holder.xlsm ALL10_MGT7 _Details of Shareholder or Debenture holder.xlsm ALL6_MGT7 _Details of Shareholder or Debenture holder.xlsm ALL8_MGT7 _Details of Shareholder or Debenture holder.xlsm ALL7_MGT7 _Details of Shareholder or Debenture holder.xlsm ALL2_MGT7 _Details of Shareholder or Debenture holder.xlsm ALL3_MGT7 _Details of Shareholder or Debenture holder.xlsm ALL1_MGT7 _Details of Shareholder or Debenture holder.xlsm ALL4_MGT7 _Details of Shareholder or Debenture holder.xlsm ALL15_MGT7 _Details of Shareholder or Debenture holder.xlsm
(b) Optional Attachment(s), if any	FPI31325_ashok_310325.xlsx Ashok leyland MGT-8 SD.pdf Annexure to MGT 7 clarification letter FINAL.pdf

XV 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.

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 applicable provisions of the Act during the financial year.
(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
(d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of ASHOK LEYLAND LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:
A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1 its status under the Act;
2 maintenance of registers/records & making entries therein within the time prescribed therefor;
3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5 closure of Register of Members / Security holders, as the case may be.
6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7 contracts/arrangements with related parties as specified in section 188 of the Act;
8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by	
Name	B CHANDRA
Date (DD/MM/YYYY)	02/10/2025
Place	Chennai

Whether associate or fellow:

(●) Associate (○) Fellow

Certificate of practice number	7*5*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person	03485730
*(b) Name of the Designated Person	SHENU AGARWAL

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 18 dated* (DD/MM/YYYY) 05/02/2024 to sign this form and declare that all the requirements of 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.

***To be digitally signed by**	
*Designation *(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))*	Director
*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator	0*4*5*3*

***To be digitally signed by**

◉ Company Secretary ○ Company secretary in practice

*Whether associate or fellow:

◉ Associate ○ Fellow

Membership number: 9*5*

Certificate of practice number:

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

For office use only:

eForm Service request number (SRN): AB7953704

eForm filing date (DD/MM/YYYY): 06/10/2025

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

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I, B CHANDRA Practising Company Secretary with Membership No. A20879 and CP No. 7859 have examined the registers, records and books and papers of Ashok Leyland Limited with CIN L34101TN1948PLC000105 ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on 31st March, 2025.

I further state that:

a. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

b. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.

c. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act and the Rules made thereunder in respect of which:

B. CHANDRA & ASSOCIATES Company Secretaries

1. Its status under the Act is a Listed Public Company;
2. Maintenance of registers/records and making entries therein were within the time prescribed therefor;
3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, ~~Regional Director,~~ Central Government~~, the Tribunal, Court~~ or other authorities within/beyond the prescribed time;
4. Calling/ convening/ holding meetings of Board of Directors & Circular resolutions of the Board or its committees and the meetings of the members of the Company, proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. Closure of Register of Members did not arise during the year under review;
6. Loans/inter corporate deposits, guarantees, securities in connection with the loans availed by other bodies corporate in compliance with the provisions of Section 185 of the Act, did not arise;
7. Contracts/arrangements with related parties as specified in Section 188 of the Act were in compliance with the said section and wherever required, the approval of shareholders as required under the SEBI (Listing Obligations and Disclosure Regulations), 2015, were obtained;
8. Issue or allotment of shares including ESOP or Transfer or transmission of securities were carried out in all instances after complying with the due provisions of law;
9. Declaration/payment of Interim dividends (twice during the year) transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund were in accordance with provisions of Section 125 of the Act and the IEPF rules framed thereunder;
10. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3) and (5) thereof;
11. Constitution/appointment of independent and non-independent directors/ Executive Chairman/resignation/disclosures of all the Directors, appointment of Key Managerial Personnel and the remuneration paid to them (including payment of commission) were in accordance with the provisions of the Act;
12. There was no appointment of Statutory Auditors as per the provisions of Section 139 of the Act during the year under review;
13. No Approvals were required to be taken from the ~~Central Government~~, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the year under review;

B Chandra

B. CHANDRA & ASSOCIATES
Company Secretaries

14. Acceptance/ renewal/ repayment of deposit did not arise as neither deposits nor any unsecured loan in the nature of deposits were availed and hence there was no violation of the provisions of Section 73 of the Act read with rules made thereunder;
15. Borrowings from public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable and all the said borrowings were within the limits laid down under Section 180(1)(c) of the Act;
16. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act were in compliance with the provisions of the said section read with the rules and were in compliance with the applicable provisions and Regulations;
17. There were no alterations to the Memorandum Association of the Company during the year under review; however the Articles of association was amended during July 25, 2024

Place: Chennai
Date: 03.10.2025

Signature:
Name of Company Secretary in practice: B. Chandra
Membership No: A20879
C.P. No. : 7859
PEER REVIEW Certificate No 602/2019
UDIN: A020879G001440132

B. CHANDRA & ASSOCIATES
Company Secretaries