

August 18, 2025

National Stock Exchange of India Limited
5th Floor, Plot no. C/1, Block G,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Symbol: ASHOKLEY

Scrip Code: 500477

Dear Sir / Madam,

Sub: Voting results of the 76th Annual General Meeting of the Company held on August 14, 2025

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the details regarding the voting results of the businesses transacted at the 76th Annual General Meeting (AGM) of the Members of the Company held on Thursday, August 14, 2025 at 3.00 p.m., through Video Conferencing / Other Audio-Visual Means.

We also enclose the consolidated report of the scrutinizer on remote e-voting and e-voting at the AGM. A copy of the above is being uploaded in the website of the Company and National Securities Depository Limited (NSDL).

Kindly take the above on record.

Thanking you,

Yours faithfully,
for Ashok Leyland Limited

N Ramanathan
Company Secretary

Encl.: a/a



FORM NO. MGT - 13

Report of the Scrutinizer(s) [Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 as amended upto date]

Dated 15th August 2025

To

The Chairman,
of the 76th Annual General Meeting of Ashok Leyland Limited, held on Thursday, August 14, 2025 at 3.00 P.M. [Indian Standard Time (IST)] through Video Conferencing /Other Audio- Visual means.

Subject: Voting at Annual General Meeting - Ordinary Resolution(s) and Special resolution under different provisions of the Companies Act, 2013 read with Rules made there under – Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

I, **B Chandra**, partner of **B. Chandra & Associates**, Practicing Company Secretaries, having our office at AG3, Ragamaliika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the letter dated June 26, 2025 for the purpose of remote e-voting and e-voting provided during the 76th Annual General Meeting of **ASHOK LEYLAND LIMITED** held through Video Conferencing (VC)/other audio visual means (OAVM) of Equity Shareholders on Thursday, August 14, 2025 at 3.00 P.M. in line with the Circular Nos 14/2020 dated April 8 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 on the below mentioned resolutions, hereby submit our report as under:



a.	<p>Pursuant to Sections 101, 108 of the Companies Act 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, the notice convening the meeting have been dispatched to those members of the Company, who have their e mail ids registered with the Company/ RTA, through electronic means on July 18, 2025. Subsequently, the notice was also placed on the website of the Company. Out of the emails sent, 110582 emails bounced.</p> <p>The required paper advertisement with respect to other shareholders, inter alia, seeking the updation of mail ids to a dedicated email id, was given in English in Business Standard and in Dinamani Tamil vernacular newspaper on July 4, 2025. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).</p>
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Business Standard" on July 4, 2025 and a vernacular newspaper "Dinamani" on the same date.
c.	The remote e-voting period commenced on Monday, August 11, 2025 at 9.00 a.m. IST and ends on Wednesday, August 13, 2025 at 5.00 p.m. IST.
d.	Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e., on Wednesday, August 13, 2025 at 5:00 PM, the NSDL portal was blocked for voting.
e.	The List of shareholders who cast their votes through remote e voting were unblocked in the presence of two witnesses on August 14, 2025.
f.	The votes cast by Corporate members who had participated in the remote e-voting and provided the scanned copy of the resolution passed at the Board of Directors / Power of Attorney for authorization to exercise their votes through e voting, have been taken into account.

At the Annual general meeting held at the scheduled time through VC/OAVM, the Chairman informed the members that a 30 minute voting period after the close of the meeting would be provided to those members who have not voted earlier through remote e-voting to cast their votes by participating through VC/OAVM e-voting pursuant to circulars mentioned aforesaid and the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs.



16 Shareholders had cast their votes electronically at the meeting through VC/OAVM procedure available which was taken into account. The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of Auditors thereon.	Ordinary
2	Confirmation of the 1st interim dividend of ` 2.00 per equity share and the 2nd interim dividend of ` 4.25 per equity share and consider the same as final dividend for the financial year ended on March 31, 2025.	Ordinary
3	To appoint a Director in place of Mr. Gopal Mahadevan (DIN: 01746102) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
4	To appoint M/s. B. Chandra & Associates, Practicing Company Secretaries, Chennai (Firm Reg. No.: P2017TN065700) as Secretarial Auditors of the Company for a term of upto 5(Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 81st (Eighty First) AGM of the Company to be held in the Year 2030	Ordinary
5	To appoint Mr. Sven Christoph Ennerst (DIN: 10942860), as an Independent Director of the Company, for a term of five years commencing from June 1, 2025 to May 31, 2030, not liable to retire by rotation	Special

On the conclusion of the Annual General Meeting and after the 30 minutes' time provided for e-voting by members through VC/OAVM, the votes cast through remote e-voting was unblocked and were available for viewing by the undersigned.

The results of the remote e-voting and e-voting at AGM through VC/OAVM are summarised as follows in terms of the Count and Number of votes cast for and against out of the total valid votes is given below.

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Resolution No	Count of Votes Cast In Favour	Number of Votes Cast In Favour	Count of Votes Cast Against	Number of Votes Cast Against	Total Valid Votes	Assent %	Dissent %
1	2677	4861916614	45	13561054	4875477668	99.722	0.2781
2	2675	4876829175	48	27581	4876856756	99.999	0.0006
3	2508	4756881125	219	119031307	4875912432	97.559	2.4412
4	2646	4874433017	65	2323939	4876756956	99.952	0.0477
5	2569	4824895604	146	51941640	4876837244	98.935	1.0651

Since the votes cast in favour of resolution numbers 1,2,3 and 4 exceeded the number of votes cast against the said resolutions, I hereby report that the resolution numbers 1,2,3 and 4 as passed with requisite majority as Ordinary resolutions; Similarly, as the votes cast in favour of the resolution number 5 is more than three times the number of the votes cast against the said resolution, I hereby report that the resolution number 5 is passed with requisite majority as Special resolution.

The data sheet relating to remote e-voting and e-voting after AGM through VC/OAVM, records of which are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the Company, once the Minutes are approved and signed.

Thanking you,

Yours Sincerely,




**B CHANDRA,
PARTNER**

**B CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES**

UDIN: A020879G001018623

PEER REVIEW NO 1711/2022

General information about company

Scrip code	500477
NSE Symbol	ASHOKLEY
MSEI Symbol	NOTLISTED
ISIN	INE208A01029
Name of the company	ASHOK LEYLAND LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	14-08-2025
Start time of the meeting	03:00 PM
End time of the meeting	05:21 PM

Scrutinizer Details

Name of the Scrutinizer	B CHANDRA
Firms Name	B CHANDRA AND ASSOCIATES
Qualification	CS
Membership Number	7859
Date of Board Meeting in which appointed	26-06-2025
Date of Issuance of Report to the company	15-08-2025

Voting results

Record date	07-08-2025
Total number of shareholders on record date	1475451
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	121
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon. and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of Auditors thereon.				
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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3001320522	3001320522	100	3001320522	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3001320522	3001320522	100	3001320522	0	100
Public-Institutions	E-Voting	2190608744	1824555183	83.2899	1811007638	13547545	99.2575	0.7425
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2190608744	1824555183	83.2899	1811007638	13547545	99.2575
Public-Non Institutions	E-Voting	681125286	49601963	7.2824	49588454	13509	99.9728	0.0272
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		681125286	49601963	7.2824	49588454	13509	99.9728
Total		5873054552	4875477668	83.0143	4861916614	13561054	99.7219	0.2781
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	144116748
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To confirm the 1st interim dividend of Rs.2.00 per equity share and the 2nd interim dividend of Rs. 4.25 per equity share and consider the same as final dividend for the financial year ended on March 31, 2025.				
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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3001320522	3001320522	100	3001320522	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3001320522	3001320522	100	3001320522	0	100
Public- Institutions	E-Voting	2190608744	1825930427	83.3526	1825930427	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2190608744	1825930427	83.3526	1825930427	0	100
Public- Non Institutions	E-Voting	681125286	49605807	7.2829	49578226	27581	99.9444	0.0556
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		681125286	49605807	7.2829	49578226	27581	99.9444
Total		5873054552	4876856756	83.0378	4876829175	27581	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	144116748
Public - Non Insitutions	0

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Gopal Mahadevan (DIN: 01746102) who retires by rotation and being eligible, offers himself for re-appointment.				
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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3001320522	3001320522	100	3001320522	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3001320522	3001320522	100	3001320522	0	100
Public- Institutions	E-Voting	2190608744	1825005539	83.3104	1706030194	118975345	93.4808	6.5192
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2190608744	1825005539	83.3104	1706030194	118975345	93.4808
Public- Non Institutions	E-Voting	681125286	49586371	7.2801	49530409	55962	99.8871	0.1129
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		681125286	49586371	7.2801	49530409	55962	99.8871
Total		5873054552	4875912432	83.0217	4756881125	119031307	97.5588	2.4412
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	144116748
Public - Non Insitutions	0

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Messrs. B.Chandra and Associates, Practicing Company Secretaries, Chennai (Firm Reg. No.: P2017TN065700) as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of 81st (Eighty First) AGM of the Company to be held in the Year 2030.				
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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3001320522	3001320522	100	3001320522	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3001320522	3001320522	100	3001320522	0	100
Public- Institutions	E-Voting	2190608744	1825850201	83.349	1823564345	2285856	99.8748	0.1252
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2190608744	1825850201	83.349	1823564345	2285856	99.8748
Public- Non Institutions	E-Voting	681125286	49586233	7.28	49548150	38083	99.9232	0.0768
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		681125286	49586233	7.28	49548150	38083	99.9232
Total		5873054552	4876756956	83.0361	4874433017	2323939	99.9523	0.0477
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	144116748
Public - Non Insitutions	0

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Sven Christoph Ennerst (DIN: 10942860) as Non-Executive Independent director who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 1, 2025				
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
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3001320522	3001320522	100	3001320522	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3001320522	3001320522	100	3001320522	0	100
Public- Institutions	E-Voting	2190608744	1825930427	83.3526	1774071323	51859104	97.1599	2.8401
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2190608744	1825930427	83.3526	1774071323	51859104	97.1599
Public- Non Institutions	E-Voting	681125286	49586295	7.2801	49503759	82536	99.8336	0.1664
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		681125286	49586295	7.2801	49503759	82536	99.8336
Total		5873054552	4876837244	83.0375	4824895604	51941640	98.9349	1.0651
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	144116748
Public - Non Insitutions	0