

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]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

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)

01/04/2025

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

31/03/2026

(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

AL office.jpg

(b) *Permanent Account Number (PAN) of the company

AA*****1L

(c) *e-mail ID of the company

*****athan.n5@ashokleyland.co
m

(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) <i>(Private company/Public Company/One Person Company)</i>	Public company									
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares									
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	Indian 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										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> </tbody> </table>		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)
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									
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 20%;">Name of the Registrar and Transfer Agent</th> <th style="width: 30%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 30%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">U74900TN2015PTC101466</td> <td style="text-align: center;">INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED</td> <td>2nd Floor Kences Towers ,1 Ramakrishna Street North Usman Road T Nagar, Chennai,Chennai,Tamil Nadu,India,600017</td> <td style="text-align: center;">INR000000544</td> </tr> </tbody> </table>		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, Chennai,Chennai,Tamil Nadu,India,600017	INR000000544	
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, 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)										
(c) Due date of AGM (DD/MM/YYYY)	30/09/2026									
(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/Jo int 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	49.9
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	27856000000.00	5873854552.00	5873854552.00	5873854552.00
Total amount of equity shares (in rupees)	27856000000.00	5873854552.00	5873854552.00	5873854552.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity shares				
Number of equity shares	27856000000	5873854552	5873854552	5873854552
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	27856000000	5873854552	5873854552	5873854552

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	113500000.00	0.00	0.00	0.00

Total amount of preference shares (in rupees)	8065000000.00	0.00	0.00	0.00
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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	36500000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	365000000	0.00	0	0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference shares of Rs.100 each				
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	0.00	0	0

(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	7582191	2928945085	2936527276.0 0	2936527276	2936527276	
Increase during the year	0.00	2938631689.0 0	2938631689.0 0	2938631689.0 0	2938631689.0 0	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	2936527276	2936527276.0 0	2936527276	2936527276	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	800000	800000.00	800000	800000	
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	1304413	1304413.00	1304413	1304413	
Decrease during the year	1304413.00	0.00	1304413.00	1304413.00	1304413.00	0
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	1304413	0	1304413.00	1304413	1304413	
At the end of the year	6277778.00	5867576774.0 0	5873854552.0 0	5873854552.0 0	5873854552.0 0	
(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	0
i Issues of shares	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify Nil	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
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 Nil	0	0	0.00	0	0	
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	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	0.00	0.00	2000000000.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
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					

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

i *Turnover

440070309056

ii * Net worth of the Company

102732378618

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)	2342920242	39.89	0	0.00
10	Others				
	GDR	658400280	11.21	0	0.00
	Total	3001320522.00	51.1	0.00	0

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	526743675	8.97	0	0.00
	(ii) Non-resident Indian (NRI)	25276269	0.43	0	0.00
	(iii) Foreign national (other than NRI)	3820	0.00	0	0.00
2	Government				
	(i) Central Government	360000	0.01	0	0.00
	(ii) State Government	1500	0.00	0	0.00
	(iii) Government companies	3697500	0.06	0	0.00
3	Insurance companies	247698035	4.22	0	0.00
4	Banks	7566449	0.13	0	0.00
5	Financial institutions	39062691	0.67	0	0.00
6	Foreign institutional investors	1431681704	24.37	0	0.00
7	Mutual funds	461486681	7.86	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	54941080	0.94	0	0.00
10	Others	74014626	1.26	0	0.00
	GDR, IEPF, AIF, Uncl				
	Total	2872534030.00	48.92	0.00	0

Total number of shareholders (other than promoters)

1541738

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

1541744.00

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

Sl.No	Category	
1	Individual - Female	255402
2	Individual - Male	784225
3	Individual - Transgender	0
4	Other than individuals	502117
	Total	1541744.00

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	1431681704	24.37

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)	1478747	1541738
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	7	2	8	0.00	0.00
i Non-Independent	2	2	2	2	0	0
ii Independent	0	5	0	6	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	7	3	8	0.00	0.00

*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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
DHEERAJ GOPICHAND HINDUJA	00133410	Whole-time director	0	
SANJAY KHATAU ASHER	00008221	Director	0	
GOPAL MAHADEVAN	01746102	Whole-time director	750000	23/05/2026
SHOM ASHOK HINDUJA	07128441	Director	0	
SHENU AGARWAL	03485730	Managing Director	0	
THOMAS DAUNER	10642122	Director	0	

VENKATARAMANI SUMANTRAN	02153989	Director	0	
GEETA MATHUR	02139552	Director	0	
SRIDHARAN KESAVAN	00051976	Director	2000	
SVEN CHRISTOPH ENNERST	10942860	Director	0	
SAUGATA GUPTA	05251806	Director	0	
SHENU AGARWAL		CEO	0	
KIDAMBI MANI BALAJI		CFO	0	
NATARAJAN RAMANATHAN		Company Secretary	0	

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

8

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)
MANISHA GIROTRA	00774574	Director	28/06/2025	Cessation
JOSE MARIA ALAPONT	07712699	Director	02/09/2025	Cessation
GEETA MATHUR	02139552	Additional Director	25/08/2025	Appointment
SRIDHARAN KESAVAN	00051976	Additional Director	25/08/2025	Appointment
SVEN CHRISTOPH ENNERST	10942860	Additional Director	01/06/2025	Appointment
SRIDHARAN KESAVAN	00051976	Director	05/10/2025	Change in designation
SVEN CHRISTOPH ENNERST	10942860	Director	14/08/2025	Change in designation
GEETA MATHUR	02139552	Director	05/10/2025	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	14/08/2025	1475437	123	4.95

B BOARD MEETINGS

*Number of meetings held

7

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	16/05/2025	10	10	100
2	23/05/2025	10	9	90
3	11/07/2025	10	9	90
4	14/08/2025	10	10	100
5	12/11/2025	11	11	100
6	11/02/2026	11	11	100
7	27/03/2026	11	11	100

C COMMITTEE MEETINGS

Number of meetings held

23

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 Meeting	22/05/2025	4	4	100
2	Audit committee Meeting	13/08/2025	4	3	75

3	Audit committee Meeting	11/11/2025	5	5	100
4	Audit committee Meeting	10/02/2026	5	5	100
5	Audit committee Meeting	20/03/2026	5	5	100
6	Nomination and Remuneration Committee	22/05/2025	3	3	100
7	Nomination and Remuneration Committee	10/06/2025	3	3	100
8	Nomination and Remuneration Committee	16/07/2025	3	3	100
9	Nomination and Remuneration Committee	10/02/2026	3	3	100
10	Stakeholder's Relationship Committee	13/08/2025	3	3	100
11	Stakeholder's Relationship Committee	11/11/2025	3	2	66.67
12	Stakeholder's Relationship Committee	10/02/2026	3	3	100
13	Corporate Social Responsibility Committee	27/06/2025	4	3	75
14	Risk Management Committee	03/10/2025	4	4	100
15	Risk Management Committee	19/03/2026	4	4	100
16	Tech and IC Committee	06/06/2025	5	5	100
17	Tech and IC Committee	11/07/2025	6	6	100
18	Tech and IC Committee	13/08/2025	6	6	100
19	Tech and IC Committee	27/01/2026	5	5	100
20	ESG Committee	22/05/2025	6	6	100
21	ESG Committee	13/08/2025	6	5	83.33
22	ESG Committee	11/12/2025	5	5	100
23	ESG Committee	11/02/2026	5	5	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	 (Y/N/NA)
1	DHEERAJ GOPICHAND HINDUJA	7	7	100	8	7	87	
2	SANJAY KHATAU ASHER	7	7	100	12	12	100	
3	GOPAL MAHADEVAN	7	6	85	2	2	100	
4	SHOM ASHOK HINDUJA	7	7	100	8	8	100	
5	SHENU AGARWAL	7	7	100	10	9	90	
6	THOMAS DAUNER	7	7	100	13	13	100	
7	VENKATARAMANI SUMANTRAN	7	7	100	11	11	100	
8	GEETA MATHUR	3	3	100	3	3	100	
9	SRIDHARAN KESAVAN	3	3	100	4	4	100	
10	SVEN CHRISTOPH ENNERST	5	5	100	3	3	100	
11	SAUGATA GUPTA	7	7	100	13	11	84	

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 GOPICHAND HINDUJA	Whole-time director	311650003	0	0	750000	312400003.00
2	SHENU AGARWAL	Managing Director	181591012	0	0	750000	182341012.00
3	GOPAL MAHADEVAN	Whole-time director	136518028	0	74146000	750000	211414028.00

	Total		629759043.00	0.00	74146000.00	2250000.00	706155043.00
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B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	KIDAMBI MANI BALAJI	CFO	73704647	0	0	750000	74454647.00
2	NATARAJAN RAMANATHAN	Company Secretary	37179883	0	0	750000	37929883.00
	Total		110884530.00	0.00	0.00	1500000.00	112384530.00

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

10

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Mr. Jose Maria Alapont	Director	0	9000000	0	1080000	10080000.00
2	Ms. Manisha Girotra	Director	0	2000000	0	250000	2250000.00
3	Mr. Sanjay K Asher	Director	0	12500000	0	1590000	14090000.00
4	Mr. Saugata Gupta	Director	0	12500000	0	1520000	14020000.00
5	Dr. V Sumantran	Director	0	13500000	0	1270000	14770000.00
6	Mr. Thomas Dauner	Director	0	12500000	0	1680000	14180000.00
7	Mr. Shom Ashok Hinduja	Director	0	10500000	0	1180000	11680000.00
8	Mr. Sven Christoph Ennerst	Director	0	5000000	0	680000	5680000.00
9	Ms. Geeta Mathur	Director	0	5000000	0	600000	5600000.00
10	Mr. Sridharan Kesavan	Director	0	6000000	0	660000	6660000.00
	Total		0.00	88500000.00	0.00	10510000.00	99010000.00

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

1541744

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

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) 31/03/2026

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

Date (DD/MM/YYYY)

Place

Whether associate or fellow:

☒ Associate ☐ Fellow

Certificate of practice number

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

*(a) DIN/PAN/Membership number of Designated Person

*(b) Name of the Designated Person

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 13 dated* (DD/MM/YYYY) 11/02/2026 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))

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

***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)

AC4610614

eForm filing date (DD/MM/YYYY)

20/07/2026

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