

December 28, 2018

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Scrip Code : ASHOKLEY

Scrip Code : 500477

Dear Sir/Madam,

Sub: Regulation 30 (Disclosure of events or information) - Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Implementation of Ashok Leyland Employees Stock Option Plan 2018 - Seeking shareholders' approval through Postal Ballot/e-voting

Pursuant to Regulation 30 of SEBI Listing Regulations, 2015, please find enclosed Notice of Postal Ballot sent to the members of the Company seeking their approval by way of Special Resolution through Postal Ballot (including voting by electronic means) for the formulation and implementation of Ashok Leyland Employees Stock Option Plan 2018.

We request you to kindly take the same on record.

Thanking You,

Yours faithfully,

For Ashok Leyland Limited


J N Ramanathan
Company Secretary

Encl : a/a

ASHOK LEYLAND LIMITED

Registered & Corporate Office: No.1, Sardar Patel Road, Guindy, Chennai - 600 032, India | T : +91 44 2220 6000 | F : +91 44 2220 6001
CIN - L34101TN1948PLC000105 | www.ashokleyland.com





ASHOK LEYLAND

ASHOK LEYLAND LIMITED

Registered Office: No. 1, Sardar Patel Road, Guindy, Chennai - 600 032
CIN: L34101TN1948PLC000105 Tel: + 91 44 2220 6000 Fax: + 91 44 2220 6001
Website: www.ashokleyland.com E-mail ID: secretarial@ashokleyland.com

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Management and Administration) Rules, 2014, ("Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), to transact the special business set out below and proposed to be passed by the members of Ashok Leyland Limited ("Company"), by means of a Special Resolution through the process of Postal Ballot including voting by electronic means ("e-voting").

An Explanatory Statement under Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed.

The Board of Directors of the Company has appointed B Chandra & Associates, Practising Company Secretaries, Chennai (Firm Reg. No.: P2017TN065700) as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot or through e-voting are requested to carefully read the instructions indicated in the Notice and return the Postal Ballot Form in original duly filled in and signed along with your vote, as Assent (FOR) or Dissent (AGAINST) for the said resolution in the enclosed postage prepaid self-addressed, Business Reply Inland Letter Card (BRILC), so as to reach the Scrutinizer on or before 5.00 p.m. (IST) on Monday, January 28, 2019. If any Postal Ballot Form is received after 5.00 p.m. on Monday, January 28, 2019, it will be considered that no reply from such member has been received and such Postal Ballot would not be considered. In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is also offering facility of e-voting to all its members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes to this Postal Ballot Notice for casting of votes by e-voting.

The Scrutinizer will submit her report to the Chairman of the Company or any authorised person of the Company on or before Tuesday, January 29, 2019 and the result of the Postal Ballot (including voting through electronic means) will be announced on Wednesday, January 30, 2019 at the Company's Registered Office. The said results would be displayed at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.ashokleyland.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.

SPECIAL BUSINESS

1. To consider and approve Ashok Leyland Employees Stock Option Plan 2018

To consider and, to give assent or dissent, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 62(1)(b) and its related and applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company, the circulars/ guidelines issued by the Securities and Exchange Board of India and subject to such other approval(s), permission(s) and sanction(s) as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority/ies while granting such approval(s), permission(s) and sanction(s), the approval of the Company be and is hereby accorded to the formulation and implementation of 'Ashok Leyland Employees Stock Option Plan 2018' (hereinafter referred to as the "AL ESOP 2018" or the "Scheme") authorising the Board of Directors of the Company (hereinafter referred to as

the "Board" which term shall include the Nomination and Remuneration Committee and any other Committee(s) constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) to create, and grant from time to time, offer, issue and allot in one or more tranches, not exceeding 5,00,00,000 (Five Crore) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company including any Director thereof, whether whole-time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the issued and subscribed Equity Shares of the Company), as may be decided under AL ESOP 2018, exercisable into not more than 5,00,00,000 (Five Crore) Equity Shares of face value of Re.1/- (Rupee One only) each fully paid-up (or such adjusted numbers for any bonus, or consolidation or other re-organisation of the capital structure of the Company as may be applicable, from time to time) on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of AL ESOP 2018.

RESOLVED FURTHER that the Equity Shares so issued and allotted under AL ESOP 2018 as mentioned hereinbefore shall rank *pari passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division/undertaking or other re-organisation, and others, if any, the ceiling as aforesaid of 5,00,00,000 (Five Crore) equity shares shall be deemed to be increased/decreased, as may be determined by the Board, to facilitate making a fair and reasonable adjustment to the entitlements of participants under AL ESOP 2018.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are consolidated, then the number of Equity Shares to be allotted and the price payable by the option grantees under AL ESOP 2018 shall automatically stand reduced and augmented, in the same proportion as the present face value of Re.1/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under AL ESOP 2018 on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to AL ESOP 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the AL ESOP 2018 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit, for such purpose(s) and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the AL ESOP 2018 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary including authorising or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Investors Service Centre and other Advisors, Trusts, Consultants or Representatives, being incidental to the effective implementation and administration of AL ESOP 2018 as also to make applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in connection with the above and to settle all such questions, difficulties or doubts, whatsoever that may arise and take all such steps and decisions in this regard."

Registered Office:

No. 1, Sardar Patel Road
Guindy, Chennai - 600 032
CIN: L34101TN1948PLC000105
Tel: +91 44 2220 6000 Fax: +91 44 2220 6001
E-mail: secretarial@ashokleyland.com
Website: www.ashokleyland.com

By Order of the Board of Directors

Sd/-
N Ramanathan
Company Secretary

November 13, 2018
Chennai

Notes:

1. An explanatory statement pursuant to the provisions of Section 102 of the Act setting out all the material facts concerning the business to be transacted is annexed hereto.
2. The Postal Ballot Notice is being sent to the member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Monday, December 17, 2018 (cut-off date). The Postal Ballot Notice is being sent to the members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”). For member(s) whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self-addressed BRILC.
3. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of voting/e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Company provides the members the facility to exercise their right to vote by electronic means through e-voting services provided by NSDL and the business may be transacted through such voting. The instructions for e-voting are annexed to this Notice. The e-voting period shall commence on Sunday, December 30, 2018 from 9.00 a.m. (IST) and shall end on Monday, January 28, 2019 at 5.00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
5. Member(s) desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed BRILC. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post/speed post at the expense of the member(s) will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed BRILC. The duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. (IST) on Monday, January 28, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the member.
6. Postal Ballot Form should be completed and signed by the member(s) as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, this Form should be completed and signed by the first named member and in his/her absence, by the next named member.
7. The consent must be accorded by recording the assent in the column ‘FOR’ and dissent in the column ‘AGAINST’ by placing (v) in the appropriate column.
8. A Member cannot exercise his/her vote through proxy on Postal Ballot.
9. There will be only one Postal Ballot Form for every Client ID/Folio No. irrespective of the number of joint holders.
10. The Member can opt for only one mode of voting i.e., either by Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot forms will be treated as invalid.
11. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Monday, December 17, 2018.
12. The resolution, if passed by the requisite majority of the members through Postal Ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf.
13. The Board of Directors of the Company has appointed B Chandra & Associates, Practising Company Secretaries, Chennai (Firm Reg. No.: P2017TN065700) as the Scrutinizer, for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
14. The Scrutinizer will submit their report to the Chairman or any other person authorised by the Board after the completion of scrutiny of the Postal Ballots and e-voting. Results of voting by Postal Ballot (including voting through electronic means) shall be announced on Wednesday, January 30, 2019 at the Registered Office of the Company. The results would be displayed at the Registered Office of the Company, at No.1, Sardar Patel Road, Guindy, Chennai - 600 032 and shall be intimated to the Stock Exchanges where securities of the Company are listed and will be hosted

along with the Scrutinizer’s report on the Company’s website www.ashokleyland.com and NSDL website www.evoting.nsdl.com.

15. Relevant documents referred to in the Notice and the Statement are available for inspection by the members at the Registered Office of the Company during 11 a.m. to 5 p.m. on all working days (Monday-Friday) from the date of dispatch of the Notice till the last date for voting.
16. Members may also note that the Postal Ballot Notice and Postal Ballot Form are available on the Company’s website www.ashokleyland.com and on the website of NSDL www.evoting.nsdl.com for download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the members may also send requests to the Company’s investor email id: secretarial@ashokleyland.com.
17. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 18. The instructions for e-voting are as under:**

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- (iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

(v) Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is

communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- (vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- (vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (viii) Now, you will have to click on "Login" button.
- (ix) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- (i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- (ii) After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- (iii) Select "EVEN" of Company.
- (iv) Now you are ready for e-Voting as the Voting page opens.
- (v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- (vi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (vii) You can also take the printout of the vote cast by you by clicking on the print option on the confirmation page.
- (viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- (i) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to scrutiniserbc@gmail.com with a copy marked to evoting@nsdl.co.in.
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all the material facts relating to the business mentioned under item no. 1 of the accompanying Notice.

Item No.1

The members of the Company at the Annual General Meeting held on July 21, 2016 approved Ashok Leyland Employees Stock Option Plan 2016 (AL ESOP 2016) under which 42,68,815 options convertible into equal number of equity shares of Re.1/- each was proposed to be granted to the employees. Subsequently through Postal Ballot, the number of employee stock options was increased to 1,42,29,383. Majority of the options covered under AL ESOP 2016 have been granted and are being exercised by the employees as per vesting schedule.

AL ESOP 2016 formulated and implemented by the Company during the year 2016 has played an important role in motivating the Employees/Directors in contributing to the performance and profitability of the Company. In view of the planned further growth, new hiring anticipated and in order to further enhance Employee/Directors' motivation, rewarding of loyalty, additional Stock Options may need to be granted to the Employees and Directors of the Company in future. Since the previous long-term incentive plan has served its purpose and needed a fresh perspective, it was proposed to introduce a new long-term incentive plan linked to shareholder value creation. In view of the same, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meetings held on November 13, 2018 have approved formulation and implementation of Ashok Leyland Employees Stock Option Scheme 2018 (AL ESOP 2018 or Scheme).

The Company seeks approval of the members in respect of AL ESOP 2018 and grant of Stock Options to the eligible employees of the Company as decided in this behalf from time to time in due compliance of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI SBEB Regulations).

The salient features of the AL ESOP 2018 are as under:

a) Brief description of the Scheme

The Company proposes to introduce AL ESOP 2018 for the benefit of the permanent employees and eligible Directors of the Company and such other eligible persons as may be determined as per SEBI SBEB Regulations. Options granted under the Scheme shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment and issue of equity shares of the Company.

The Nomination and Remuneration Committee (Committee) of the Company shall act as Compensation Committee for administration of AL ESOP 2018. All questions of interpretation of the AL ESOP 2018 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in AL ESOP 2018.

b) Total number of Options to be granted

The total number of options to be granted under AL ESOP 2018 shall not exceed 5,00,00,000 (Five Crore) options. Each option when exercised would be converted into one Equity Share of Re.1/- (Rupee One only) each fully paid-up.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such manner that the total value of the options granted under AL ESOP 2018 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 5,00,00,000 (Five Crore) shall be deemed to be increased to the extent of such additional options issued.

c) Identification of classes of employees entitled to participate in AL ESOP 2018

All the permanent employees (including a Director, whether whole-time or not) of the Company as identified by the Committee shall be eligible to participate in the Scheme. The following persons shall not be eligible to participate in AL ESOP 2018:

- a) an employee who is a Promoter or belongs to the Promoter Group as defined in the SEBI Regulations; or
- b) a Director who either by himself/herself or through his/ her relatives or through any body corporate, directly or indirectly, holds more than ten percent of the issued and subscribed Equity Shares of the Company; or

- c) Independent Directors.

In case any grant of options would be contemplated to the employees of any Subsidiary Company either existing or to be set-up if any in future and that of the Holding Company, separate approval of the Shareholders shall be obtained as per provisions of SEBI SBEB Regulations, prior to such grant.

d) Requirements of vesting and period of vesting

All the options granted on any date shall vest not earlier than one year from the date of grant of options or period more than one year as may be determined by the Committee.

The vesting dates in respect of the options granted under the Scheme shall be determined by the Committee and may vary from an employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee. Options shall vest based on continuation of employment and achievement of any performance condition(s), if any, for vesting as prescribed by the Committee.

e) Maximum period within which the options shall be vested

All the options granted on any date shall vest not later than a maximum period as may be determined by the Committee subject to continued employment and achievement of performance conditions, if any, as prescribed by the Committee.

f) Exercise price or pricing formula

Exercise Price for the Options granted shall be the fair market value of the shares on the grant date.

g) Exercise period and the process of exercise

The exercise period would commence from the date of vesting and will expire on completion of four years from the date of vesting or any other period as may be decided by the Committee from the date of respective vesting of options.

The vested Options shall be exercisable by the employees either in full or in tranches as may be permitted by the Scheme by a written application to the Company expressing his/her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under AL ESOP 2018

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

i) Maximum number of Options to be issued per employee and in aggregate

The maximum number of options that may be granted to an eligible employee of the Company under the Scheme, in any financial year and in aggregate under the AL ESOP 2018 will be determined by the Board/Committee on case to case basis and shall not exceed 0.75% of issued and paid-up capital of the company and in aggregate will not exceed 1.70% of the issued and paid-up capital of the Company as on the date of this resolution.

j) Route of Scheme implementation

The Scheme shall be implemented and administered directly by the Company.

k) Source of acquisition of shares under the Scheme

The Scheme contemplates fresh/new issue of shares by the Company.

l) Maximum percentage of secondary acquisition

This is not relevant under the present Scheme.

m) Accounting Policies and Disclosures

The Company will conform to the applicable accounting policies prescribed under the SBEB Regulations, or any other policy(es) that may be prescribed under law with respect to accounting for stock options.

n) Method of option valuation

The Company shall adopt the fair value method of valuation of options. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws and regulations.

Relevant documents referred to in the Notice and the Statement are available for inspection by the members at the Registered Office of the Company during 11 a.m. to 5 p.m. on all working days (Monday-Friday) from the date of dispatch of the Notice till the last date for voting.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent of their entitlements, if any, under the AL ESOP 2018.

The Board recommends the resolution set forth for approval of the members.

Registered Office:

No. 1, Sardar Patel Road
Guindy, Chennai - 600 032
CIN: L34101TN1948PLC000105
Tel: +91 44 2220 6000 Fax: +91 44 2220 6001
E-mail: secretarial@ashokleyland.com
Website: www.ashokleyland.com

By Order of the Board of Directors

**Sd/-
N Ramanathan
Company Secretary**

**November 13, 2018
Chennai**



ASHOK LEYLAND

ASHOK LEYLAND LIMITED

Registered Office: No.1, Sardar Patel Road, Guindy, Chennai - 600 032.

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T: + 91 44 2220 6000 F: + 91 44 2220 6001

Website: www.ashokleyland.com E-mail ID: secretarial@ashokleyland.com

POSTAL BALLOT FORM

1	Name and Registered address of the sole/ first named equity shareholder (IN BLOCK LETTERS)	
2	Name(s) of the Joint Holder(s) if any	
3	Registered Folio No./DP ID & Client ID* (*Applicable to investors holding shares in dematerialised form)	
4	Number of equity share(s) held	

I/We hereby exercise my/our vote(s) in respect of the following resolution to be passed through Postal Ballot/e-voting for the business stated in the Notice of the Company by sending my/our assent/dissent by placing tick (v) mark at the appropriate box below:

S. No.	Description	Type of Resolution	Number of shares	I/We assent for the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To consider and approve Ashok Leyland Employees Stock Options Plan 2018	Special Resolution			

Date:

Place:

(Signature of Shareholder)

Notes:

- (i) Please read the instructions printed in the Postal Ballot Notice carefully before filling this form.
- (ii) For e-voting, please refer the particulars mentioned in the notice.
- (iii) Please fold this duly filled and signed form and send the same to the Scrutinizer appointed by the Company.