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**(I) (a) STATEMENT SHOWING SHAREHOLDING PATTERN**

Name of the Company : Ashok Leyland Limited.

Scrip Code, Name of the Scrip, Class of Security : ASHOKLEY, Ashok Leyland Limited, Equity

Quarter ended : 31/03/2011

| <b>Partly Paid-up Shares</b>   | <b>No. of Partly paid-up Shares</b>  | <b>As a % of total No. of partly paid-up Shares</b>              | <b>As a % of total No. of Shares of the Company</b>   |
|--|--------------------------------------|--|---|
| Held by promoter / promoter group  | Not Applicable                       |  |   |
| Held by Public   |                                      |  |   |
| <b>Total</b>   |                                      |  |   |
| <b>Outstanding Convertible Securities</b>  | <b>No. of Outstanding securities</b> | <b>As a % of total No. of Outstanding Convertible Securities</b> | <b>As a % of total No. of Shares of the Company, assuming full conversion of the convertible securities</b> |
| Held by promoter / promoter group  | Not Applicable                       |  |   |
| Held by Public   |                                      |  |   |
| <b>Total</b>   |                                      |  |   |
| <b>Warrants</b>  | <b>No. of warrants</b>               | <b>As a % of total No. of Warrants</b>                           | <b>As a % of total No. of Shares of the Company, assuming full conversion of Warrants</b>                   |
| Held by promoter / promoter group  | Not Applicable                       |  |   |
| Held by Public   |                                      |  |   |
| <b>Total</b>   |                                      |  |   |
| <b>Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities</b> | <b>1330338317</b>                    |  |   |

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Quarter ended : 31/03/2011

| Category Code | Category of Shareholder  | No. of Share holders | Total No. of shares | No. of shares held in Dematerialised Form | Total No. of shareholding as a percentage of Total No. of shares |                            | Shares pledged or otherwise encumbered |                                 |
|---------------|--|----------------------|---------------------|---|--|----------------------------|--|---------------------------------|
|               |  |                      |                     |   | As a percentage of (A+B)   | As a percentage of (A+B+C) | No. of Shares (VIII)                   | As a percentage of (IX=VIII/IV) |
| <b>A</b>      | <b><u>SHAREHOLDING OF PROMOTER AND PROMOTER GROUP</u></b>                    |                      |                     |   |  |                            |  |                                 |
| (1)           | <b>Indian</b>  |                      |                     |   |  |                            |  |                                 |
| a             | Individual/Hindu Undivided Family  |                      |                     |   |  |                            |  |                                 |
| b             | Central Government/ State Governments  |                      |                     |   |  |                            |  |                                 |
| c             | Bodies Corporate   |                      |                     |   |  |                            |  |                                 |
| d             | Financial Institutions / Banks   |                      |                     |   |  |                            |  |                                 |
| e             | Any other (Specify)  |                      |                     |   |  |                            |  |                                 |
|               | <b>Sub Total A(1)</b>  | <b>0</b>             | <b>-</b>            | <b>0</b>                                  | <b>0.00</b>  | <b>0.00</b>                | <b>-</b>                               | <b>0.00</b>                     |
| (2)           | <b>Foreign</b>   |                      |                     |   |  |                            |  |                                 |
| a             | Individual (Non resident Individuals / Foreign individuals)                  |                      |                     |   |  |                            |  |                                 |
| b             | Bodies Corporate**   | 1                    | 513,618,712         | 72,452,032                                | 44.60  | 38.61                      | 72452032                               | 14.11                           |
| c             | Institutions   |                      |                     |   |  |                            |  |                                 |
| d             | Any other (Specify)  |                      |                     |   |  |                            |  |                                 |
|               | <b>Sub Total A(2)</b>  | <b>1</b>             | <b>513,618,712</b>  | <b>72,452,032</b>                         | <b>44.60</b>   | <b>38.61</b>               | <b>72452032</b>                        | <b>14.11</b>                    |
|               | <b>Total shareholding of Promoter and Promoter Group (A)= (A)(1) +(A)(2)</b> | <b>1</b>             | <b>513,618,712</b>  | <b>72452032</b>                           | <b>44.60</b>   | <b>38.61</b>               | <b>72452032</b>                        | <b>14.11</b>                    |

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Quarter ended : 31/03/2011

| Category Code | Category of Shareholder               | No. of Share holders | Total No. of shares | No. of shares held in Dematerialised Form | Total No. of shareholding as a percentage of Total No. of shares |                            | Shares pledged or otherwise encumbered |                                   |
|---------------|---------------------------------------|----------------------|---------------------|---|--|----------------------------|--|-----------------------------------|
|               |                                       |                      |                     |   | As a percentage of (A+B)   | As a percentage of (A+B+C) | No. of Shares (VIII)                   | As a percentage of (IX=VIII / IV) |
| <b>B</b>      | <b><u>Public Shareholding</u></b>     |                      |                     |   |  |                            |  |                                   |
| (1)           | <b><u>Institutions</u></b>            |                      |                     |   |  |                            |  |                                   |
| a             | Mutual Funds/ UTI                     | 60                   | 66,093,447          | 66,048,537                                | 5.74   | 4.97                       |  |                                   |
| b             | Financial Institutions / Banks        | 39                   | 580,825             | 537,855                                   | 0.05   | 0.04                       |  |                                   |
| c             | Central Government/ State Governments | 3                    | 1,109,360           | 929,360                                   | 0.10   | 0.08                       |  |                                   |
| d             | Venture capital Funds                 |                      |                     |   |  |                            |  |                                   |
| e             | Insurance Companies                   | 20                   | 157,179,809         | 157,178,309                               | 13.65  | 11.82                      |  |                                   |
| f             | Foreign Institutional Investors       | 138                  | 175,109,628         | 175,059,798                               | 15.21  | 13.16                      |  |                                   |
| g             | Foreign Venture Capital Investors     |                      |                     |   |  |                            |  |                                   |
| h             | Any other (Specify) - Foreign Banks   | 1                    | 500                 | 500                                       | 0.00   | 0.00                       |  |                                   |
|               | <b>Sub Total B(1)</b>                 | <b>261</b>           | <b>400,073,569</b>  | <b>399,754,359</b>                        | <b>34.74</b>   | <b>30.07</b>               |  |                                   |

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Quarter ended : 31/03/2011

| Category Code | Category of Shareholder   | No. of Share holders | Total No. of shares  | No. of shares held in Dematerialised Form | Total No. of shareholding as a percentage of Total No. of shares |                            | Shares pledged or otherwise encumbered |                                 |
|---------------|---|----------------------|----------------------|---|--|----------------------------|--|---------------------------------|
|               |   |                      |                      |   | As a percentage of (A+B)   | As a percentage of (A+B+C) | No. of Shares (VIII)                   | As a percentage of (IX=VIII/IV) |
| (2)           | <b>Non-Institutions</b>   |                      |                      |   |  |                            |  |                                 |
| a             | Bodies Corporate  | 1781                 | 89,891,746           | 89,594,814                                | 7.81   | 6.76                       |  |                                 |
| b             | Individuals   |                      |                      |   |  |                            |  |                                 |
| (i)           | Individual Shareholders holding Nominal Share Capital upto Rs.1 Lakh                    | 242249               | 118,732,575          | 102,186,662                               | 10.31  | 8.92                       |  |                                 |
| (i i)         | Individual Shareholders holding Nominal Share Capital in excess of Rs.1 Lakh            | 11                   | 13,869,865           | 13,468,785                                | 1.20   | 1.04                       |  |                                 |
| c             | Any other -Clearing Members   | 426                  | 2,850,165            | 2,850,165                                 | 0.25   | 0.21                       |  |                                 |
|               | -Trusts   | 21                   | 304,800              | 304,800                                   | 0.03   | 0.02                       |  |                                 |
|               | -Corporate Body - Foreign Bodies  | 4                    | 381,596              | 381,596                                   | 0.03   | 0.03                       |  |                                 |
|               | -NRI  | 2802                 | 11,874,019           | 11,802,179                                | 1.03   | 0.89                       |  |                                 |
|               | -OCB  | 1                    | 1,000                | 1,000                                     | 0.00   | 0.00                       |  |                                 |
|               | -Foreign Nationals  | 3                    | 30,200               | 30,200                                    | 0.00   | 0.00                       |  |                                 |
|               | <b>Sub Total B(2)</b>   | <b>247298</b>        | <b>237,935,966</b>   | <b>220,620,201</b>                        | <b>20.66</b>   | <b>17.89</b>               |  |                                 |
|               | Total Public Shareholding (B)= (B)(1)+(B)(2)  | 247559               | 638,009,535          | 620374560                                 | 55.40  | 47.96                      | N.A.                                   | N.A.                            |
|               | <b>TOTAL (A) + (B)</b>  | <b>247560</b>        | <b>1,151,628,247</b> | <b>692826592</b>                          | <b>100.00</b>  | <b>86.57</b>               | <b>72452032</b>                        | <b>14.11</b>                    |
| C             | <b>Shares held by Custodians and against which Depository Receipts have been issued</b> |                      |                      |   |  |                            | N.A.                                   | N.A.                            |
| 1             | Promoter and Promoter Group   | 1                    | 164600070            | 164600070                                 |  | 12.37                      | 164600070                              | 100                             |
| 2             | Public  | 1                    | 14110000             | 14064500                                  |  | 1.06                       |  |                                 |
|               | <b>Grand Total (A) + (B) + (C)**</b>  | <b>247562</b>        | <b>1330338317</b>    | <b>871491162</b>                          | <b>100.00</b>  | <b>100.00</b>              | <b>237052102</b>                       | <b>17.82</b>                    |

\*\*164600070 shares held by the promoter in GDR Form are included under Category Code C

The total Promoter Holding is 678218782 shares - 50.98% of the paid up capital

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Quarter ended : 31/03/2011

(I) (b) Statement showing Shareholding of persons belonging to the Category "Promoter and Promoter Group"

| Sr.No.<br><br>(I) | Name of the shareholder<br><br>(II) | Total Shares held |   | Shares pledged or otherwise encumbered |  |  |
|-------------------|-------------------------------------|-------------------|---|--|--|--|
|                   |                                     | Number<br>(III)   | As a % of<br>grand Total<br>(A)+(B)+(C)<br>(IV) | Number<br>(V)                          | As a percentage<br>(VI) =<br>(V)/(III)*100 | As a % of grand total<br>(A)+(B)+(C) of Sub-clause<br>(I) (a)(VII) |
| 1                 | Hinduja Automotive Limited          | 513618712         | 38.61   | 72452032                               | 14.11                                      | 5.45   |
|                   | <b>Total</b>                        | <b>513618712</b>  | <b>38.61</b>                                    | <b>72452032</b>                        | <b>14.11</b>                               | <b>5.45</b>  |

(I) (c) Statement showing Shareholding of persons belonging to the Category "Public" and Holding more than 1 % of the total No. of shares

| Sr.No. | Name of the shareholder  | No. of Shares    | Shares as a percentage of Total No. of shares {I.e. Grand Total<br>(A)+(B)+(C) indicated in statement at para I(a) above} |
|--------|--|------------------|---|
| 1      | MATTHEWS INDIA FUND  | 19011277         | 1.43  |
| 2      | LIFE INSURANCE CORPORATION<br>OF INDIA                                       | 125914895        | 9.46  |
| 3      | GENERAL INSURANCE<br>CORPORATION OF INDIA                                    | 15100000         | 1.14  |
| 4      | FID FUNDS (MAURITIUS) LIMITED  | 23589423         | 1.77  |
| 5      | PCA INDIA EQUITY OPEN LIMITED  | 25824978         | 1.94  |
| 6      | ICICI PRUDENTIAL LIFE<br>INSURANCE COMPANY LIMITED                           | 13972000         | 1.05  |
| 7      | BIRLA SUNLIFE INSURANCE<br>COMPANY LIMITED                                   | 15548899         | 1.17  |
| 8      | BAJAJ ALLIANZ LIFE INSURANCE<br>COMPANY LTD                                  | 17017910         | 1.28  |
| 9      | RELIANCE CAPITAL TRUSTEE<br>CO.LTD A/C RELIANCE EQUITY<br>OPPORTUNITIES FUND | 17058000         | 1.28  |
|        | <b>Total</b>   | <b>273037382</b> | <b>20.52</b>  |

(I) (d) Statement showing details of Locked - in shares

**(I) (b) Statement showing Shareholding of persons belonging to the Category "Promoter and Promoter Group"**

| Sr.No.         | Name of the shareholder | Category of Shareholders | No. of Locked - in Shares | Locked - in Shares as a percentage of Total No. of shares [I.e. Grand Total (A)+(B)+(C) indicated in statement at para I(a) above] |
|----------------|-------------------------|--------------------------|---------------------------|--|
| NOT APPLICABLE |                         |                          |                           |  |
|                | <b>Total</b>            |                          |                           |  |

**(II) (a) Statement showing details of Depository Receipts (DRs)**

| Sr.No. | Type of Outstanding DR (ADRs/GDRs/SDRs etc.) | No. of Outstanding DRs | No. of shares underlying Outstanding DRs | Shares underlying outstanding DRs as a percentage of Total No. of shares [I.e. Grand Total (A)+(B)+(C) indicated in statement at para I(a) above] |
|--------|--|------------------------|--|---|
| 1      | GDR  | 5957002                | 178710070                                | 13.43   |
|        | <b>Total</b>                                 | <b>5957002</b>         | <b>178710070</b>                         | <b>13.43</b>  |

**(II) (b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by 'promoter/ promoter group' are in excess of 1 % of the total number of shares**

| Sr.No. | Name of the DR Holder  | Type of Outstanding DR (ADRs, GDRs, SDRs, etc.) | No. of shares underlying Outstanding DRs | Shares underlying outstanding DRs as a percentage of Total No. of shares [I.e. Grand Total (A)+(B)+(C) indicated in statement at para I(a) above] |
|--------|--|---|--|---|
| 1      | Hinduja Automotive Limited (Held by Amas Bank (Switzerland) Ltd. - GDR A/c Ashok Leyland Ltd.) | GDR   | 164600070                                | 12.37   |
|        | <b>Total</b>   |   | <b>164600070</b>                         | <b>12.37</b>  |