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#9, United India Colony,  
4th Main Road, Kodambakkam,  
Chennai - 600 024.

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FORM NO. MGT - 13

Report of the Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

Dated 28<sup>th</sup> July 2014

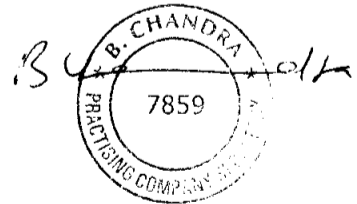
To

*The Chairman,  
of the Annual General Meeting of the Equity Shareholders of ASHOK LEYLAND  
LIMITED, held on 26<sup>th</sup> July, 2014 at Image Auditorium, 3 Thandavarayan Street, MRC  
Nagar, Raja Annamalai Puram, Chennai 600 028, at 10.30 a.m.*

**Subject:** Ordinary & Special Resolution(s) 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 of the Companies (Management &  
Administration) Rules, 2014, framed there under & Voting by Poll  
under Section 109 of the Companies Act read with Rule 21 of the  
Companies (Management & Administration) Rules, 2014, framed there  
under

Dear Sir,

I, B Chandra, Practising Company Secretary, having my office at A2 Happy Home  
Apartments New No.9, United India Colony, 4<sup>th</sup> Main Road, Kodambakkam,  
Chennai - 600 024 appointed as Scrutinizer as per the letter dated 23<sup>rd</sup> May 2014, for  
the purpose of voting by electronic means on the below mentioned resolutions, at  
the Annual General Meeting of the Equity Shareholders of ASHOK LEYLAND

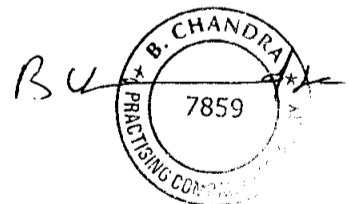


LIMITED held on 26<sup>TH</sup> July 2014, at Image Auditorium, 3 Thandavarayan Street, MRC Nagar, Raja Annamalai Puram, Chennai 600 028, at 10.30 a.m hereby submit my report as under:

a.	Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notices convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email ids were available) and to the other shareholders by registered post on the July 1, 2014 and subsequently, the Notice convening was also placed on the website of the Company and that of the agency, i.e., Integrated Enterprises (India) Ltd (Registrar and Share Transfer Agent). The members of the Company were given an option to vote electronically on e-voting platform, provided by the <b>National Securities Depository Limited(NSDL)</b> .
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper of wide circulation on 09.07.2014 and a vernacular newspaper on the 10.07.2014.
c.	The e-voting period commenced on July 19, 2014 at 09:00 A.M. and ended on the close of July 21 , 2014 at 05:30 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on July 21, 2014 at 05:30 P.M, the NSDL portal was blocked for voting.
e.	The votes cast were unblocked in the presence of two witnesses on the July 22, 2014.
f.	A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
g.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorisation to attend the Annual General Meeting.

At the Annual general meeting held at the scheduled time, date and venue, the Chairman announced a poll taking into account the provisions of law as well as the clarifications issued by the Ministry of Corporate Affairs dated 17-06-2014 .

The polling papers in **Form MGT-12** as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The



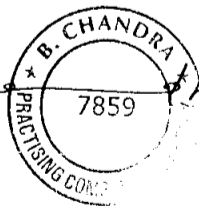
shareholders cast their votes in the three ballot boxes kept at convenient locations in the Venue.

1. At the time fixed for closing of the poll by the Chairman, all the three ballot boxes kept for polling was locked in my presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

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 the Audited Statement of Profit and Loss for the year ended March 31, 2014, the Balance Sheet as at that date and the Report of the Directors and the Auditors thereon	Ordinary
2	To appoint a Director in the place of Mr. Dheeraj G Hinduja, who retires by rotation, and being eligible, offers himself for re-appointment	Ordinary
3	Re-appointment of Messrs. M.S. Krishnaswami & Rajan and Messrs. Deloitte Haskins & Sells LLP as Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting	Ordinary
4	Appointment of Dr. Andreas H Biagosch as an Independent Director	Ordinary
5	Appointment of Mr. Anil Harish as an Independent Director	Ordinary
6	Appointment of Mr. D J Balaji Rao as an Independent Director	Ordinary
7	Appointment of Mr. Jean Brunol as an Independent Director	Ordinary
8	Appointment of Mr. Sanjay K Asher as an Independent Director	Ordinary

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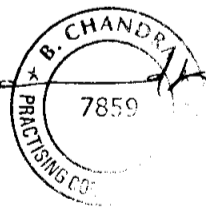


9	Appointment of Mr. Shardul S Shroff as an Independent Director	Ordinary
10	Appointment of Mr. Vinod K Dasari as the Managing Director	Ordinary
11	To consider and approve a)The Borrowing Limit (Special Resolution) b)Creation of Mortgage/Security on the Assets (Special Resolution) c) Issue Non-convertible Debentures through Private Placement (Special Resolution)	Special
12	To Consider & Approve Alteration in the Articles of Association (Special Resolution)	Special
13	To Consider and Approve Issue of Further Securities (Special Resolution)	Special
14	Ratification of remuneration to Cost Auditor (Ordinary Resolution)	Ordinary

The results of the poll & voting by electronic means are as follows:

The details of the number of members present and voting in person or by proxy and the valid / invalid votes in respect of each of the resolutions are given below.

Resolution S.No	Number of members who cast their votes either by e-voting/ poll in the AGM		Number of valid Votes	Number of invalid votes
	ASSENT	DISSENT		
1	441	9	450	36
2	413	38	451	35
3	340	103	443	36
4	410	36	446	35
5	390	56	446	36
6	390	54	444	36
7	402	39	441	35
8	393	52	445	35
9	316	123	439	37

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10	406	38	444	39
11	399	45	444	39
12	416	27	443	39
13	420	22	442	39
14	401	41	442	39

The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below.

E VOTING & POLL						
Resolution S.No	No of VOTES CAST IN FAVOUR	No of VOTES CAST AGAINST	Total - Valid Votes	Assent %	Dissent %	Passed/Not Passed
1	1691798653	8248	1691806901	100.00	0.0005	Passed as ordinary resolution
2	1672441162	19374935	1691816097	98.85	1.145	Passed as ordinary resolution
3	1474512268	198443390	1672955658	88.14	11.862	Passed as ordinary resolution
4	1691766552	35935	1691802487	100.00	0.002	Passed as ordinary resolution
5	1656858094	31276080	1688134174	98.15	1.85	Passed as ordinary resolution
6	1656645395	35157005	1691802400	97.92	2.08	Passed as ordinary resolution
7	1691758907	36677	1691795584	100.00	0.002	Passed as ordinary resolution
8	1660522618	31275837	1691798455	98.15	1.85	Passed as ordinary resolution
9	1485738599	180620593	1666359192	89.16	10.84	Passed as ordinary resolution
10	1666300789	62265	1666363054	100.00	0.004	Passed as ordinary resolution
11	1688008042	3795138	1691803180	99.78	0.22	Passed as special resolution
12	1688130933	3667930	1691798863	99.78	0.22	Passed as special resolution
13	1691618550	176316	1691794866	99.99	0.010	Passed as special resolution
14	1691605286	37245	1691642531	100.00	0.002	Passed as ordinary resolution

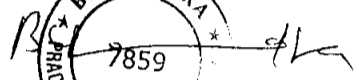

BC  
B. CHANDRA  
7859  
PRACTISING

Since therequisite no. of votes cast in favour exceeded the No. of votes cast against in respect of resolutions in S No 1 to 10 & 14 and the No of votes cast in favour were not less than three times the votes cast against in respect of resolutions in S No 11 to 13, I hereby report that the above resolutions were passed with requisite majority.

4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/~~Director~~ authorized by the Board for safe keeping.
5. The data sheet relating to e-voting and other related papers/registers, records 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 faithfully,

B CHANDRA  
Company Secretary in Practice

CP No 7859

Encl: Polling Papers 184 in number.