



**ASHOK LEYLAND**

**April 5, 2013**

Madras Stock Exchange, Secretary	25218206
National Stock Exchange of India Limited, Manager – Listing	022-26598237/26598238
BSE Limited, General Manager – DCS	022-22723121/ 3719

Dear Sirs,

**Sub: Compliance with Clause 36 (7) (ii) and other applicable provisions of the Listing Agreement**

The Board of Directors of the Company vide a circular resolution today, has considered a Scheme of Amalgamation of Ashley Holdings Limited and Ashley Investments Limited and Ashok Leyland Project Services Limited with Ashley Services Limited and their respective shareholders ('the Scheme') under Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions of the Companies Act, 1956 and has given consent affidavit for the same as a shareholder/preference shareholder of these companies.

The Scheme is subject to requisite consent, approval of the High Court of Judicature at Madras, Chennai and the permission or approval of the Central Government or any other statutory or regulatory authorities, which by law may be necessary for the implementation of the Scheme.

Request you to take the above on record.

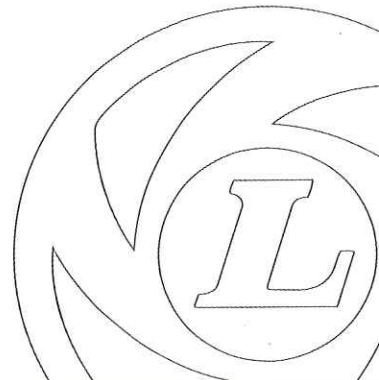
Thanking you.

Yours faithfully,  
for ASHOK LEYLAND LIMITED,

  
S Venkatasubramanian  
Company Secretary

**ASHOK LEYLAND LIMITED**

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**HINDUJA GROUP**