



**ASHOK LEYLAND**

January 23, 2014

Madras Stock Exchange, Secretary	25218206
National Stock Exchange of India Limited, Manager – Listing	022-26598237/26598238
Bombay Stock Exchange Limited, General Manager – DCS	022-22723121/ 3719
Secretary, London Stock Exchange (Company Announcement Office) AVS No.528005	0044-207 588 6057

Dear Sir,

**Sub: Intimation of Postal Ballot**

This is to inform you that pursuant to Section 192A of the Companies Act, 1956 read along with (Passing of Resolutions by Postal Ballot) Rules 2011, we will be conducting Postal Ballot for obtaining the approval of Shareholders for payment of Remuneration to Mr Vinod K Dasari, Managing Director.

Ms. B Chandra, Practicing Company Secretary has been appointed as the Scrutinizer for conducting the Postal Ballot process.

In this connection, we attach herewith the following :-

1. Consent letter of the Scrutinizer;
2. Calendar of Events for the Postal ballot process; and
3. Blank Postal Ballot Form

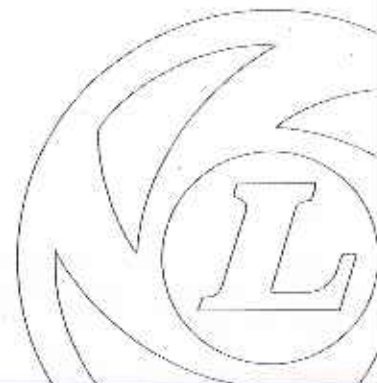
Thanking you,

Yours faithfully,  
for Ashok Leyland Limited

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  
[www.ashokleyland.com](http://www.ashokleyland.com)



**HINDUJA GROUP**

A2, Happy Home Apts,  
#9, United India Colony,  
4th Main Road, Kodambakkam,  
Chennai - 600 024.

E-mail behandral@gmail.com  
behandra@bchandrapcs.com  
H/P : 9840276313, 9840375053  
Ph : 044 - 43587356

---

January 22, 2014

To

M/s. Ashok Leyland Limited  
No. 1, Sardar Patel Road,  
Guindy, Chennai 600032

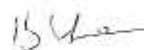
Sub: Appointment as Scrutinizer – Passing of resolution under section 192A of the  
Companies Act, 1956 by means of Postal Ballot

Dear Sir,

I am in receipt of your letter informing the appointment of the undersigned as a scrutinizer for the postal ballot process in respect of proposed resolutions under the Companies Act 1956. I hereby convey my confirmation/No-objection for the appointment as Scrutinizer in respect of the above. I shall be available for the purpose of ascertaining the requisite majority in a fair and transparent manner in accordance with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 as amended upto date.

Thanking you,

Yours faithfully,



B. Chandra

Practising Company Secretary

CP 7859

22-01-2014





ASHOK LEYLAND

CALENDAR OF EVENTS FOR POSTAL BALLOT

S.No	Event	Date of Event
1	Date on which consent was given by the Scrutinizer to act as such	17.01.2014
2	Date of convening the Board Meeting and consider the Postal Ballot process and Appointment of Scrutinizer	21.01.2014
3	Date of Board Resolution authorizing the Functional Director and Company Secretary to be responsible for entire Postal Ballot process	21.01.2014
4	Intimation to Stock Exchanges about Postal Ballot	23.01.2014
5	Filing of the Board Resolution and calendar of events for conducting the Postal Ballot with the Registrar of Companies	24.01.2014
6	Despatch of Postal Ballot Notice along with Postal Ballot form both in physical form and in electronic (e-mail) form to shareholders those who have got e-mail ids.	08.02.2014
7	Publication of Notice in the newspaper about having dispatched the Notice and Ballot paper	10.02.2014
8	Last date of receiving Postal Ballot by Scrutinizer	17.03.2014
9	Preparation and submission of Scrutinizer's Report to the Managing Director	19.03.2014
10	Declaration of results to Postal Ballot and to inform the Stock Exchange and display on the website of the Company	20.03.2014
11	Returning the Ballot Papers, Registers and other related papers to the Managing Director by the Scrutinizer	20.03.2014
12	Publication of results in the newspaper	21.03.2014
13	Signing of the Minutes book by the Chairman in which result of Postal Ballot is recorded	22.05.2014





**ASHOK LEYLAND**

**Ashok Leyland Limited**  
Registered Office: No.1, Sardar Patel Road, Guindy, Chennai 600 032

**POSTAL BALLOT FORM**

*(Please read the instructions printed overleaf carefully before completing this form)*

Serial No.:

1. **Name(s) of Shareholder(s)** : \_\_\_\_\_  
(In Block Letters)  
(Including joint holders, if any)
2. **Registered address of the Sole/First named Shareholder** : \_\_\_\_\_
3. **Registered Folio No./DP Id No./Client Id No.\*** : \_\_\_\_\_  
(\*Applicable to Shareholders holding shares in dematerialised form)
4. **Number of shares held** : \_\_\_\_\_
5. **I/We hereby exercise my/our vote in respect of the special resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated January 21,2014 by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:**

Item No.	Description	No. of shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution for payment of Remuneration to Mr. Vinod K Dasari, Managing Director for the Financial Year 2013-14			

Place :  
Date :

\_\_\_\_\_  
(Signature of Shareholder)

**ELECTRONIC VOTING PARTICULARS**

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

**Note :** Kindly read the instructions printed overleaf before filing the form

Last date for receipt of Postal Ballot Forms by Scrutinizer is **March 17, 2014.**



## INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the attached prepaid self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted. Shareholders residing outside India should stamp the envelopes appropriately.
2. The Company has appointed Ms. B Chandra, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The self-addressed business reply envelope bears the address of the Scrutinizer.
3. There shall be one Postal Ballot for every folio, irrespective of the number of joint holders. Proxy shall not exercise the Postal Ballot.
4. The Postal Ballot Form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company in respect of shares held in physical form or furnished by NSDL or CDSL to the Company in respect of shares held in dematerialized form) by the first named shareholder and failing him/her, by the next named shareholder and so on. In case of shares held by the company, Trust, Society etc., the duly completed Postal Ballot form should be accompanied by Certified True Copy of the Board Resolution/Authorisation.
5. Duly completed Postal Ballot Form should be received by the Scrutinizer **not later than March 17, 2014**. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. Votes will be considered invalid on the following grounds:
  - a. If the ballot form is unsigned;
  - b. If the Shareholder's signature does not tally;
  - c. If the Shareholder has marked (✓) both in favour and also against in the ballot paper;
  - d. If the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for Scrutinizer to identify either the Shareholder or number of votes or as to whether the votes are cast in favour or against the resolution or the signature could not be checked or on one or more of the above grounds;
  - e. On such other grounds which in the opinion of the Scrutinizer makes the votes invalid.
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company's Registrar & Transfer Agents, M/s Integrated Enterprises India Limited, 2<sup>nd</sup> Floor, Kences Towers, 1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600 017. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer on or before the date specified in Instruction No 5 above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on January 31, 2014.
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. Only a Shareholder entitled to vote is entitled to exercise his vote through Postal Ballot and a Shareholder having no right should treat this Notice as intimation only.
11. The Scrutinizer's decision on the validity of a Postal Ballot shall be final and binding. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The result of the Postal Ballot will also be posted on the website of the Company [www.ashokleyland.com](http://www.ashokleyland.com) and also in the newspaper(s) for the information of the Shareholders.
13. **The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.**
14. The date of declaration of result i.e., March 20, 2014 shall be the effective date of passing the Special Resolution.
15. The Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Shareholders cast their vote by both Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail.

