



ASHOK LEYLAND

July 22, 2016

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

Through : NEAPS

Through: BSE Listing Centre

Dear Sirs,

Regulation 30 – Summary of the Proceedings of the 67th Annual General Meeting held on July 21, 2016

The 67th Annual General Meeting (AGM) of the Members of the Company was held on Thursday, July 21, 2016 at 3.00 p.m. at "The Music Academy", New No.168 (Old No.306) TTK Road, Royapettah, Chennai - 600 014.

Mr. Dheeraj G Hinduja, Chairman of the Company, occupied the Chair. He confirmed that the requisite quorum being present called the meeting to order.

He introduced the Directors/KMPs sitting on the dais viz., Mr. Vinod K Dasari, Chief Executive Officer and Managing Director, Mr. Sudhindar K Khanna, Mr. Jean Brunol, Dr. Andreas Biagosch, Mr. R Seshasayee, Mr. D J Balaji Rao and Mr. A K Das, Directors, Mr Gopal Mahadevan, Chief Financial Officer and Mr. N Ramanathan, Company Secretary.

He informed that Mr. Sanjay K Asher, Audit Committee Chairman could not be present for the Meeting due to personal exigencies and further informed that the other members of the Audit Committee are present at the meeting.

The Chairman then delivered his speech.

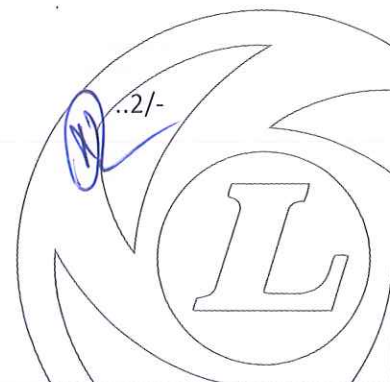
The Managing Director made an Audio Visual Presentation on the performance of the Company.

The Company Secretary read the qualification mentioned in the Independent Auditors report on the consolidated audited financial statements, pursuant to Section 145 of the Companies Act, 2013. He then explained the remote e-voting process and the Ballot voting process made available at the AGM Venue.

The following businesses were transacted at the meeting.

ASHOK LEYLAND LIMITED

Registered Office: No.1, Sardar Patel Road, Guindy, Chennai 600 032, India.
t : +91.44.2220 6000 f : +91.44.2220 6001, e : reachus@ashokleyland.com,
CIN: L34101TN1948PLC000105, www.ashokleyland.com



HINDUJA GROUP



ASHOK LEYLAND

| S.No | Particulars | Nature of business |
|------|--|--------------------|
| 1 | Adoption of a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of Auditors thereon. | Ordinary |
| 2 | Declaration of a dividend for the year ended March 31, 2016. | Ordinary |
| 3 | Appointment of a Director in place of Mr. A K Das who retires by rotation in terms of Article 106 of the Articles of Association of the Company and being eligible, offers himself for re-appointment. | Ordinary |
| 4 | Appointment of Auditors and fixation of remuneration. | Ordinary |
| 5 | Appointment of Dr. Andrew C Palmer as an Independent Director | Ordinary |
| 6 | Re-appointment of Mr. Vinod K Dasari as Chief Executive Officer and Managing Director for a period of five years from April 1, 2016 to March 31, 2021. | Ordinary |
| 7 | Ratification of Cost Auditors' Remuneration for the financial year 2015-16 | Ordinary |
| 8 | Approval of payment of Commission for a period of five years to the Non-Executive Directors | Ordinary |
| 9 | Approval of issue of further securities | Special |
| 10 | Approval of issue of Non-Convertible Debentures on Private Placement | Special |
| 11 | Approval of Ashok Leyland Employees Stock Option Plan 2016 | Special |

The Chairman invited comments and questions from the members. Queries raised by the members with respect to the future business, dividend, performance of the Company, etc., were clarified/answered by the Chairman to the satisfaction of the shareholders present at the meeting.

The members then cast their votes on the ballot papers and deposited the same in the ballot boxes placed at the meeting hall. The Chairman informed the members that the consolidated results of e-voting and ballot voting would be announced within 48 hours and also be intimated to the Stock Exchanges and posted on the website of the Company and National Securities Depository Limited.

The Chairman then thanked the members present and declared the meeting as closed. The meeting concluded at 4.15 p.m.

This is for your information and records.

Thanking you,

for Ashok Leyland Limited

N Ramanathan
Company Secretary

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