



**ASHOK LEYLAND**

ASHOK LEYLAND LIMITED

Registered Office: No.1, Sarda Patel Road, Guindy, Chennai - 600 032  
CIN: L34101TN1948PLC000105 Tel: + 91 44 2220 6000 F: + 91 44 2220 6001  
Website: [www.ashokleyland.com](http://www.ashokleyland.com) | E-mail: [secretariat@ashokleyland.com](mailto:secretariat@ashokleyland.com)

**NOTICE**

Members are hereby informed that pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company has on Saturday, December 17, 2016 completed the despatch of the Postal Ballot Notice, along with the Explanatory Statement and the Postal Ballot Form : (a) through electronic mail to the Members whose email IDs are registered in the records of depository participants / the Company on Thursday, December 8, 2016; and (b) in physical mode through Registered Post, along with a postage prepaid self-addressed business reply envelope to the Members whose email IDs are not registered. For seeking approval of the Members of the Company by Postal Ballot, including voting by electronic means, by way of special resolutions on the following matters:

- 1) Alteration of the Objects Clause and Liability Clause of the Memorandum of Association of the Company.
- 2) Increase in the number of stock options under Ashok Leyland Employees Stock Option Plan 2016.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all the Members. The Board of Directors of the Company has appointed Ms. B Chandra (ACS No. 20879 and CP No. 7859), Practising Company Secretary as scrutineer, for conducting the said Postal Ballot and E-voting process in a fair and transparent manner.

The Members of the Company are also hereby informed and requested to note that:

1. Members whose names are recorded in the Register of Members / Beneficial owners as on the cut-off date i.e., Thursday, December 8, 2016 will be entitled to cast their votes by Postal Ballot/e-voting. A Person who is not a member as on the cut-off date should treat this Notice for information purposes only.
2. Members can opt for any one mode of voting. In case, member(s) cast vote by sending Postal Ballot Form as well as vote through e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid.
3. The Postal Ballot Voting (including e-voting) shall commence from Sunday, December 18, 2016 at 9.00 am and ends on Monday, January 16, 2017 at 5.00 pm. Any Postal Ballot Form received from the Member beyond the said date will not be valid and voting whether by post or electronic means shall not be allowed beyond the said date.
4. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 pm on Monday, January 16, 2017.
5. Members can also download the Postal Ballot Notice and Form from the website of the Company [www.ashokleyland.com](http://www.ashokleyland.com) or seek duplicate Postal Ballot Form from the Company or the Company's Registrar and Share Transfer Agent, Integrated (Enterprises) India Limited (RTA), 2nd Floor, Kenos Towers, 1, Ramakrishna Street, North Usman Road, TNagar, Chennai - 600 017.
6. The result of the Postal Ballot would be announced on Wednesday, January 18, 2017. The result would also be displayed at the Notice Board of the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website [www.ashokleyland.com](http://www.ashokleyland.com) and the website of NSDL.

For any queries / grievances relating to voting by postal ballot or by electronic means, Members are requested to contact the RTA at [csdtd@integratedindia.in](mailto:csdtd@integratedindia.in) or NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Members may also write to the Company Secretary at the Registered Office of the Company or can also send e-mail to [secretariat@ashokleyland.com](mailto:secretariat@ashokleyland.com).

For Ashok Leyland Limited  
Sd/-

Chennai  
December 17, 2016

**N Ramanathan**  
Company Secretary

Visit us at : [www.ashokleyland.com](http://www.ashokleyland.com)

