



## ASHOK LEYLAND

### Quarterly Compliance Report on Corporate Governance

Name of the company : ASHOK LEYLAND LIMITED  
Quarter ended on : December 31, 2014

	Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
	1	2	3	4
<b>II.</b>	<b>Board of Directors</b>	49 II		
(A)	Composition of Board	49 (IIA)	Yes	
(B)	Independent Directors	49 (IIB)	Yes	49(IIB) 5(b)- will be disclosed in Annual Report 2014-15 49(IIB) 7(b) – weblink will be provided in the Annual Report 2014-15
(C)	Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D)	Other provisions as to Board and Committees	49 (IID)	Yes	
(E)	Code of Conduct	49 (IIE)	Yes	49(IIE)(2) – Declaration will be provided in the Annual Report 2014-15
(F)	Whistle Blower Policy	49 (IIF)	Yes	49(IIF)(3) – Disclosure will be provided in the Board's report in Annual Report 2014-15
<b>III</b>	<b>Audit Committee</b>	49(III)		
(A)	Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B)	Meeting of Audit Committee	49 (IIIB)	Yes	
(C)	Powers of Audit Committee	49 (IIIC)	Yes	
(D)	Role of Audit Committee	49 (IIID)	Yes	
(E)	Review of Information by Audit Committee	49 (IIIE)	Yes	

FOR ASHOK LEYLAND LIMITED

  
N. RAMANATHAN  
Company Secretary



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	Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
IV	<b>Nomination and Remuneration Committee</b>	49 (IV)	Yes	49(IVB)(4) – Declaration will be provided in the Annual Report 2014-15
V	<b>Subsidiary Companies</b>	49 (V)	Yes	49(V)(D) – weblink will be provided in the Annual Report 2014-15
VI	<b>Risk Management</b>	49 (VI)	Yes	
VII	<b>Related Party Transactions</b>	49 (VII)	Yes	
VIII	<b>Disclosures</b>	49 (VIII)		
(A)	Related party transactions	49 (VIII A)	Yes	49(VIII)(A) (2) – weblink will be provided in the Annual Report 2014-15
(B)	Disclosure on Accounting Treatment	49 (VIII B)	N.A	
(C)	Remuneration of Directors	49 (VIII C)	Yes	Will be provided in the Annual Report 2014-15
(D)	Management	49 (VIII D)	Yes	49(VIII)(D)(1) - will be provided in the Annual Report 2014-15
(E)	Shareholders	49 (VIII E)	Yes	
(F)	Proceeds from public issues, rights issue, preferential issue, etc.	49 (VIII F)	N.A	
IX	<b>CEO/CFO Certification</b>	49 (IX)	Yes	Will be provided in the Annual Report 2014-15
X	<b>Report on Corporate Governance</b>	49 (X)	Yes	Will be provided in the Annual Report 2014-15
XI	<b>Compliance</b>	49 (XI)	Yes	49(XI)(A) Certificate will be annexed to the Directors Report in the Annual Report 2014-15

FOR ASHOK LEYLAND LIMITED

  
N. RAMANATHAN  
Company Secretary