

POSTAL BALLOT FORM		Sr. No.
1	Name and Registered address of the sole/first named equity shareholder (IN BLOCK LETTERS)	
2	Name(s) of the Joint Holder(s) if any	
3	Registered Folio No./DP ID & Client ID* (*Applicable to investors holding shares in dematerialised form)	
4	Number of equity share(s) held	

I/We hereby exercise my/our vote(s) in respect of the following resolutions to be passed through Postal Ballot/e-voting for the business stated in the Notice of the Company by sending my/our assent/dissent by placing tick (√) mark at the appropriate box below:

S. No.	Description	Type of Resolution	Number of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Alteration of Objects Clause and Liability Clause of the Memorandum of Association	Special Resolution			
2	Increase in the number of stock options under Ashok Leyland Employees Stock Option Plan 2016	Special Resolution			

Date:

Place:

Signature of the Equity Shareholder

Particulars for voting through electronic means

For those opting to vote through electronic means, instead of voting by the above Postal Ballot, facility is available at the web link: <https://www.evoting.nsdl.com>. Particulars of e-voting are as under:

EVEN (E-Voting Event Number)	User ID	Password

- NOTE:**
- Please read carefully the instructions printed overleaf before exercising the vote.
 - The Company is pleased to offer all its equity shareholders e-voting facility as an alternative mode for casting their votes electronically, instead of sending the Postal Ballot forms to the Scrutinizer. However, e-voting is optional.
 - The last day for the receipt of the Postal Ballot Form by the Scrutinizer is 5 pm, on Monday, January 16, 2017.

INSTRUCTIONS:

1. A Member desiring to exercise vote by Postal Ballot Form are requested to carefully read the instructions and submit the duly completed Postal Ballot Form to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier/ registered/speed post at the expense of the Member will also be accepted.
2. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5 pm, on Monday, January 16, 2017. If any Postal Ballot Form is received after this date, it will be strictly treated as if reply from such Member has not been received.
3. Alternatively, a Member may vote through electronic means as per the notes for e-voting in the Postal Ballot Notice sent herewith.
4. This Form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his/her absence, by the next named Member. There will be only one Postal Ballot Form for every Folio/Beneficiary ID irrespective of the number of joint holders.
5. Postal Ballot voting period will start from 9 am, on Sunday, December 18, 2016 and will end on Monday, January 16, 2017 at 5 pm.
6. The Company will not be responsible if the envelope containing the Postal Ballot Form is lost in transit.
7. The votes of a Member will be considered invalid on any of the following grounds:
 - It has not been signed by or on behalf of the Member;
 - Mismatch of Signature with the specimen signatures (as per the specimen signature registered with the Company);
 - It is not possible to determine without any doubt the assent or dissent of the Member;
 - Neither assent nor dissent is mentioned;
 - if the Member has marked his/her/vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;
 - Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - The envelope containing the Postal Ballot Form is received after the last date of voting;
 - The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant authority;
 - It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - Member has made any amendment to the Resolution or imposed any condition while exercising the vote.
8. Scrutinizer's decision on the validity of the Postal Ballots shall be final.
9. Where the Postal Ballot Form has been signed by an authorised representative of the Body Corporate/Trust/Society, etc., a certified copy of the relevant authorisation/Board Resolution to vote should accompany the Postal Ballot Form.
10. Voting rights for the Postal Ballot/e-voting shall be reckoned on the paid up value of the shares registered in the names of the equity shareholders as on Thursday, December 8, 2016.
11. Equity shareholders may download the Postal Ballot Form from the Company's website www.ashokleyland.com or seek a duplicate Postal Ballot Form. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@ashokleyland.com.
12. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid business reply envelopes.
13. A Member need not use all his/her/votes nor does his/her/need to cast his/her/votes in the same way.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the scrutinizer and any recipient of the Notice who has no voting right should treat the Notice as intimation only.