



Aapki Jeet. Hamari Jeet.

April 12, 2019

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

SCRIPCODE : ASHOKLEY

SCRIPCODE : 500477

Thru NEAPS

Thru BSE Listing Centre

Dear Sirs,

Sub : Compliance Report on Corporate Governance - March 31, 2019

We submit herewith the quarterly compliance report on Corporate Governance as per Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format specified for the quarter/year ended March 31, 2019.

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
CIN - L34101TN1948PLC000105 | www.ashokleyland.com

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Ashok Leyland Limited**
 2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

T i t l e (M r / M s)	Name of the Director	DI N	P A N	Cate gory (Chai rpers on /Execu tive/No n- Execut ive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Dat e of App oint me nt	Dat e of ces sati on	T e n u r e	No of Dir ect ors hip in list ed enti ties incl uding this list ed enti ty	No of me mb ers hips in Au dit/ Sta keh old er Co mm itte e(s) incl uding this list ed enti ty	No of post of Chai rper son in Audi t/ Stak ehol der Co mmi ttee held in liste d entiti es incl uding this liste d entit y	Me mbe rshi p in Co mmi ttee s of the Co mpa ny	Remarks
Mr.	DHEERAJ GOPICHAND HINDUJA	0 0 1 3 3 4 1 0	AB KP H6 16 5Q	C & NED		17- Jul- 2018			1	1	0	SC,NR C	Mr. Dheeraj Gopichand Hinduja was redesignat ed as Executive Chairman with effect from November 13, 2018 (not a statutory position altering his

													status to Managing Director, Whole- time Director or Manager under the Companies Act, 2013).
Mr.	ANDREAS HUBERTUS BIAGOSCH	0 6 5 7 0 4 9 9	BB AP H7 90 8G	ID		26- Jul- 2014		6 0	1	0	0	SC,NR C	
Mr.	ANDREW CHARLES PALMER	0 2 1 5 5 2 3 1	EW CP P7 72 2N	ID		04- Nov- 2015		6 0	1	0	0	SC,NR C	
Mr.	BALAJI RAO JAGANNATHRA O DOVETON	0 0 2 5 2 5 4	AA DP D2 83 5K	ID		26- Jul- 2014	31- Ma r- 20 19	6 0	5	5	3	SC,NR C	Mr Balaji Rao Jagannath rao Doveton ceased to be Director of the Company? due to resignatio n with effect from March 31, 2019.?? Hence his directorshi p and committee membersh ip in the Company are not

													included in this report
Mr s.	MANISHA GIROTRA	007744574	AAEPG5908M	ID		29-Jun-2015		60	2	1	0	SC,NRC	
Mr.	JEAN BRUNOL	03044965	DYFPB3063N	ID		26-Jul-2014		60	1	1	0	SC,NRC	
Mr.	SANJAY KHATAU ASHER	00008221	ADQPA0146C	ID		26-Jul-2014		60	6	6	3	SC,NRC	
Mr.	VINOD KUMAR DASARI	00345657	AGLPD2543G	ED	CEO - M D	01-Apr-2016	31-Mar-2019	60	1	0	0	SC,NRC	Mr. Vinod Kumar Dasari ceased to be Directors of the Company due to resignation with effect from March 31, 2019. Hence his directorship and committee membership in the Company are not included in this report.

Mr.	SUDHINDAR KRISHAN KHANNA	0 1 5 2 9 1 7 8	AA RP K1 52 8J	ID		29- Jun- 2015		6 0	3	1	0	SC,NR C	
Mr.	JOSE MARIA ALAPONT ALAPONT	0 7 7 1 2 6 9 9	DE HP A6 62 1H	ID		25- Jan- 2017		6 0	1	0	0	SC,NR C	

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	BALAJI RAO JAGANNATHRAO DOVETON	ID	Member	27-Mar-2002	31-Mar-2019
2	SUDHINDAR KRISHAN KHANNA	ID	Member	04-Nov-2015	
3	JEAN BRUNOL	ID	Member	06-Nov-2014	
4	SANJAY KHATAU ASHER	ID	Chairperson	21-Dec-2010	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	DHEERAJ GOPICHAND HINDUJA	C & NED	Member	20-Mar-2019	
2	BALAJI RAO JAGANNATHRAO DOVETON	ID	Member	02-May-2003	31-Mar-2019
3	SANJAY KHATAU ASHER	ID	Chairperson	21-Dec-2010	
4	MANISHA GIROTRA	ID	Member	08-Nov-2016	

Company Remarks	
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Whether Permanent chairperson appointed	Yes
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c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	BALAJI RAO JAGANNATHRAO DOVETON	ID	Member	13-Mar-2014	31-Mar-2019
2	GOPAL MAHADEVAN	KMP	Member	08-Nov-2016	
3	ANDREAS HUBERTUS BIAGOSCH	ID	Chairperson	06-Oct-2014	
4	SANJAY KHATAU ASHER	ID	Member	08-Nov-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	DHEERAJ GOPICHAND HINDUJA	C & NED	Member	20-Mar-2019	
2	BALAJI RAO JAGANNATHRAO DOVETON	ID	Chairperson	25-Jan-2005	31-Mar-2019
3	MANISHA GIROTRA	ID	Member	06-Oct-2014	
4	JOSE MARIA ALAPONT ALAPONT	ID	Member	18-May-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
13-Nov-2018	14-Feb-2019
	20-Mar-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	92

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	12-Nov-2018	13-Feb-2019	3 of 4	Yes

Stakeholders Relationship Committee	12-Nov-2018	14-Feb-2019	2 of 3	Yes
Nomination & Remuneration Committee	13-Nov-2018	23-Jan-2019	4 of 4	Yes
Risk Management Committee	12-Nov-2018		3 of 4	Yes
Audit Committee		20-Mar-2019	3 of 4	Yes
Nomination & Remuneration Committee		20-Mar-2019	3 of 4	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	92

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

The report submitted for the quarter ended December 31, 2018 (previous quarter) was placed before the Board of Directors at their meeting held on February 14, 2019. There were no comments/observations/advice by the Board of Directors. The report for the quarter ended March 31, 2019 will be placed at the ensuing Board Meeting.

Name : N RAMANATHAN
Designation : Company Secretary & Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
Details of business	Yes		www.ashokleyland.com
Terms and conditions of appointment of	Yes		www.ashokleyland.com
Composition of various committees of	Yes		www.ashokleyland.com
Code of conduct of board of directors and	Yes		www.ashokleyland.com
Details of establishment of vigil mechanism/	Yes		www.ashokleyland.com
Criteria of making payments to non-	Yes		www.ashokleyland.com
Policy on dealing with related party	Yes		www.ashokleyland.com
Policy for determining 'material' subsidiaries	Yes		www.ashokleyland.com
Details of familiarization programs imparted	Yes		www.ashokleyland.com
Contact information of the designated officials of the listed	Yes		www.ashokleyland.com
email address for grievance redressal and	Yes		www.ashokleyland.com
Financial results	Yes		www.ashokleyland.com
Shareholding pattern	Yes		www.ashokleyland.com
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Not		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **N RAMANATHAN**
Designation : **Company Secretary & Compliance Officer**