

September 3, 2020

**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**

Scrip Code : ASHOKLEY

Scrip Code : 500477

Through : NEAPS

Through: BSE Listing Centre

Dear Sirs,

Subject: Details of voting results of the 71st Annual General Meeting of the Company held on September 2, 2020

Pursuant to regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015, we submit herewith the details regarding the voting results of the business transacted at the 71st Annual General Meeting (AGM) of the Members of the Company held on Wednesday, September 2, 2020 at 3.00 p.m., through video conferencing / Other Audio Visual Means.

We also enclose the consolidated report of the scrutinizer on remote e-voting and e-voting at the AGM. A copy of the above is being uploaded in the website of the Company and National Securities Depository Limited (NSDL).

Thanking you,

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



HINDUJA GROUP

Name of the Company	Ashok Leyland Limited
Date of the AGM	September 2, 2020
Total number of shareholders on record date	1053704
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	407
Promoters and Promoter Group:	5
Public:	402

Agenda- wise disclosure (to be disclosed separately for each agenda item)

1. To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, 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, 2020 together with the Report of Auditors thereon

Resolution required: (Ordinary/ Special) Resolution No. 1		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid votes	Invalid Vote count	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-voting	1500660261	1500660261	100.000	1500660261	0	100.000	0.000	0	0	
	Poll		0	0.000	0	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0	
Public-institutions	E-voting	924976627	571308895	61.765	571308895	0	100.000	0.000	124689047	38	
	Poll		0	0.000	0	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0	
Public Non-institutions	E-voting	509890388	27724202	5.437	27685068	39134	99.968	0.032	549560	1	
	Poll		0	0.000	0	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0	
Total		2935527276	2099693358	71.53	2099654224	39134	99.99814	0.00186	125238607	39	

2. To appoint a Director in place of Mr. Dheeraj G Hinduja (DIN:00133410) who retires by rotation and being eligible, offers himself for re-appointment

Resolution required: (Ordinary/ Special) Resolution No. 2		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes									
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid votes	Invalid Vote count	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-voting	1500660261	1500660261	100.000	1500660261	0	100.000	0.000	0	0	
	Poll		0	0.000	0	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0	
Public-institutions	E-voting	924976627	563033200	60.870	558191129	4842071	100.000	0.000	124689047	38	
	Poll		0	0.000	0	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0	
Public Non-institutions	E-voting	509890388	27728618	5.438	27321551	407067	99.972	0.028	549560	1	
	Poll		0	0.000	0	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0	
Total		2935527276	2091422079	71.245	2086172941	5249138	99.74902	0.25098	125238607	39	

3. Re-appointment of Ms. Manisha Girotra (DIN:00774574) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years

Resolution required: (Ordinary/ Special) Resolution No. 3		Special									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid votes	Invalid Vote count	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-voting	1500660261	1500660261	100.000	1500660261	0	100.000	0.000	0	0	
	Poll		0	0.000	0	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0	
Public-institutions	E-voting	924976627	572631039	61.908	472311216	100319823	97.399	2.601	124689047	38	
	Poll		0	0.000	0	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0	
Public Non-institutions	E-voting	509890388	27726108	5.438	25918290	1807818	98.997	1.003	549560	1	
	Poll		0	0.000	0	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0	
Total		2935527276	2101017408	71.57	1998889767	102127641	95.13913	4.86087	125238607	39	



Agenda- wise disclosure (to be disclosed separately for each agenda item)

4. Re-appointment of Dr. Andrew C Palmer (DIN: 02155231) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years										
Resolution required: (Ordinary/ Special) Resolution No. 4										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Special										
No										
Promoter and Promoter Group	E-voting	1500660261	1500660261	100.000	1500660261	0	100.000	0.000	0	0
	Poll		0	0.000	0	0	100.000	0.000	0	0
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0
Public-Institutions	E-voting	924976627	571592050	61.795	182787148	388804902	49.597	50.403	124689047	38
	Poll		0	0.000	0	0	100.000	0.000	0	0
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0
Public Non-institutions	E-voting	509890388	27728284	5.438	25557615	2170669	90.207	9.793	549560	1
	Poll		0	0.000	0	0	100.000	0.000	0	0
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0
Total		2935527276	2099980595	71.54	1709005024	390975571	81.38194	18.61806	125238607	39
5. Ratification of Remuneration payable to Geeyes & Co., Cost Accountants, (Firm Registration No. 00044), appointed by the Board of Directors as Cost Auditors										
Resolution required: (Ordinary/ Special) Resolution No. 5										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Ordinary										
No										
Promoter and Promoter Group	E-voting	1500660261	1500660261	100.000	1500660261	0	100.000	0.000	0	0
	Poll		0	0.000	0	0	100.000	0.000	0	0
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0
Public-Institutions	E-voting	924976627	572631039	61.908	572631039	0	47.279	52.721	124689047	38
	Poll		0	0.000	0	0	100.000	0.000	0	0
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0
Public Non-institutions	E-voting	509890388	27720387	5.437	27635128	85259	91.865	8.135	549560	1
	Poll		0	0.000	0	0	100.000	0.000	0	0
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	0
Total		2935527276	2101011687	71.57	2100926428	85259	99.99594	0.00406	125238607	39





**B.CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES**

AG3 RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai – 600026
REGN NO P2017TN065700

E-mail:bchandraandassociates@gmail.com
bchandracosecy@gmail.com
H/P: 9840276313, 9840375053

FORM NO. MGT - 13

Report of the Scrutinizer(s) [Pursuant to rule section 108 &109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 as amended upto date]

Dated September 3, 2020

To

The Chairman,

of the Annual General Meeting of Ashok Leyland Limited, held on 2nd September 2020 at 3.00 P.M. [Indian Standard Time (IST)] through Video Conferencing /Other Audio Visual Means

Subject: Voting at Annual General Meeting - Ordinary Resolution(s) and Special resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under – Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

We, **B Chandra & Associates**, Practising Company Secretaries, having office at AG3, Ragamalika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the letter dated 25th June 2020 for the purpose of remote e- voting and e-voting provided at the Annual General Meeting of Equity shareholders of Ashok Leyland Limited held through Video Conferencing (VC) / other audio visual means (OAVM) on 2nd September 2020 at 3.00 p.m. in line with the Circular No14/2020 dated 8th April 2020, Circular No.17/2020 dated April 13, 2020 and No.20/2020 dated May 5, 2020 on the below mentioned resolutions, hereby submit my report as under:

CHANDRA
BALASUBRAMANIAN
ANIAN

Digitally signed by
CHANDRA
BALASUBRAMANIAN
Date: 2020.09.03
17:15:02 +05'30'

a.	<p>Pursuant to Section 101, 108 of the Act and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, the notices convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email ids were available with the Company/ RTA) on 10th August 2020 and simultaneously, the Notice convening the AGM was also placed on the website of the Company. Out of the emails sent, 75749 emails were bounced.</p> <p>The required paper advertisement with respect to other shareholders inter alia by way of seeking updation of mail ids to a dedicated email id was given in English in Business Standard and Business Line and in Dinamani vernacular newspaper on 31st July 2020. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).</p>
b.	<p>The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Business Standard" of wide circulation on 11th August 2020 and a vernacular newspaper "Dinamani" on the same date.</p>
c.	<p>The remote e-voting period commenced on 29th August 2020 at 09:00 A.M. IST and ended on 1st September 2020 at 05:00 P.M. IST</p>
d.	<p>Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 1st September 2020 at 05:00 P.M IST, the NSDL portal was blocked for voting.</p>
e.	<p>The List of shareholders who cast their votes through remote e-voting were unblocked on 2nd September 2020.</p>
f.	<p>The Corporate members who had participated in the remote e-voting and had provided the scanned copy of the resolutions passed at their Board and Power of Attorney for authorization to exercise their votes through e-voting have been taken into account.</p>

At the AGM held at the scheduled time through VC/ OAVM, a 30 minute voting period was provided after the meeting, to those members who have not voted earlier through Remote e-voting to cast their vote pursuant to circulars mentioned aforesaid and the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs dated 23-09-2016.

CHANDRA Digitally signed by
BALASUBR BALASUBRAMANIAN
AMANIAN Date: 2020.09.03
17:15:43 +05'30'

The resolutions for which this AGM of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	1. To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020.	Ordinary
2	To appoint a Director in the place of Mr. Dheeraj G Hinduja (DIN: 00133410), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
3	To re-appoint Ms. Manisha Girotra (DIN: 00774574), as an Independent Director of the Company .	Special
4	To re-appoint Dr. Andrew C Palmer (DIN: 02155231), as an Independent Director of the Company.	Special
5	To ratify the Cost Auditors' remuneration for the financial year 2019-20.	Ordinary

On the conclusion of the Annual General Meeting and after the 30 minutes time period provided for e-voting by members through VC/OAVM, the votes cast through remote e-voting was unblocked and were available for viewing by the undersigned.

A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.

The results of the remote e-voting and e-voting at AGM through VC/OAVM are summarised as follows in terms of the Count and Number of votes cast for and against out of the total valid votes is given below

Resolution S.No.	Number of members who cast valid votes		Number of members whose votes were invalid
	ASSENT	DISSENT	
1	2053	47	39
2	1967	135	39
3	1885	216	39
4	1732	366	39
5	1963	138	39

The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below:

E VOTING						
Resolution S. No	No of votes cast in favour	No of votes cast against	Total - Valid Votes	Assent %	Dissent %	Passed with requisite majority /Not Passed
1	2099654224	39134	2099693358	99.9981	0.0019	Passed with requisite majority
2	2086172941	5249138	2091422079	99.7490	0.2510	Passed with requisite majority
3	1998889767	102127641	2101017408	95.1391	4.8609	Passed with requisite majority
4	1709005024	390975571	2099980595	81.3819	18.6181	Passed with requisite majority
5	2100926428	85259	2101011687	99.9959	0.0041	Passed with requisite majority

Since the requisite no. of votes cast in favour exceeded the no. of votes cast against in respect of resolutions in S No 1, 2 and 5, and in respect of resolutions in S No 3-4, no. of votes cast in favour exceeded three times of the no. of votes cast against, I hereby report that the above resolutions were passed with requisite majority.

The data sheet relating to remote e-voting and e-voting after AGM through VC/OAVM, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the Company, once the Minutes are approved and signed

Thanking you,
Yours faithfully,

CHANDRA
BALASUBRA
MANIAN

Digitally signed by
CHANDRA
BALASUBRAMANIAN
Date: 2020.09.03
17:17:51 +05'30'

B CHANDRA
PARTNER
Company Secretary in Practice
CP No 7859
UDIN: A020879B000654028
Place Chennai