ASHOK LEYLAND

July 28, 2014

Madras Stock Exchange Ltd
Exchange Building
P.O. Box No.183
Second Line Beach
Chennai 600 001

BSE Limited
Ist Floor, New Trading Ring
Rotunda Building
P J Towers
Dalal Street, Fort
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex,
Bandra(E)
Mumbai 400 051

Kind Attn : Secretary - Listing

Kind Attn: Manager – Listing

Dear Sirs,

Listing Agreement – Clause 35A

Our Annual General Meeting was held on July 26, 2014. We give below the details as required under Clause 35A.

Date of the Annual General Meeting	July 26, 2014
Total number of shareholders on record date:	294551
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 4 5453
No. of Shareholders attended the meeting through Video Conferencing	Nil

We attach herewith the details of resolutions passed at the AGM. In this regard, all the 14 resolutions placed before the shareholders have been passed with requisite majority.

We also attach herewith the Scrutinizer's Report for your records.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For ASHOK LEYLAND LIMITED

N Ramanathan
Company Secretary

Encl : a/a.

ASHOK LEYLAND LIMITED
Registered Office: No.1, Sardar Patel Road, Guindy, Chennai 600 032, India.
t : +91.44.2220 6000 f : +91.44.2220 6001, e : reachus@ashokleyland.com,
CIN: L34101TN1948PLC000105, www.ashokleyland.com

ASHOK LEYLAND

ASHOK LEYLAND LIMITED

Registered Office: No. 1, Sardar Patel Road, Guindy, Chennai 600 032
T: +91 44 22206000 f: +91 44 2220 6001
CIN: L34101TN1948PLC000105
Website address: www.ashokleyland.com E- mail ID: reachus@ashokleyland.com

Date of the AGM/~~EGM~~: 26/07/2014	
Total number of shareholders on record date:	294551

No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	5453
Total	**5457**
No. of Shareholders attended the meeting through Video Conferencing	N.A
Promoters and Promoter Group:	N.A
Public:	N.A

(Agenda-wise)

Detail of the Agenda:	
Resolution required: (Ordinary/Special)	Details enclosed
Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Poll and E-voting

ASHOK LEYLAND LTD. CORPORATE OFFICE. 1, Sardar Patel Road, Guindy, Chennai - 32

S.No	Resolutions:	Type of resolution
Ordinary Business:		
1.	To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014, the Balance Sheet as at that date and the Report of the Directors and the Auditors thereon.	Ordinary
2.	To appoint a Director in the place of Mr. Dheeraj G Hinduja, who retires by rotation, and being eligible, offers himself for re-appointment	Ordinary
3.	Re-appointment of Messrs. M.S. Krishnaswami&Rajan and Messrs. Deloitte Haskins & Sells LLP as Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration	Ordinary
Special Business:		
4.	Appointment of Dr. Andreas H Biagosch as an Independent Director	Ordinary
5.	Appointment of Mr. Anil Harish as an Independent Director	Ordinary
6.	Appointment of Mr. D J Balaji Rao as an Independent Director	Ordinary
7.	Appointment of Mr. Jean Brunol as an Independent Director	Ordinary
8.	Appointment of Mr. Sanjay K Asher as an Independent Director	Ordinary
9.	Appointment of Mr. Shardul S Shroff as an Independent Director	Ordinary
10.	Appointment of Mr. Vinod K Dasari as the Managing Director	Ordinary
11.	To consider and approve a) The Borrowing Limit b) Creation of Mortgage/Security on the Assets c) Issue Non-Convertible Debentures through Private Placement	Special
12.	To Consider & Approve Alteration in the Articles of Association	Special
13.	To Consider and Approve Issue of Further Securities	Special
14.	Ratification of remuneration to Cost Auditor.	Ordinary



Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
1	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.000	1433847039	0	100.000	0.000
1	INSTITUTIONS	760127223	232714884	30.615	232714884	0	100.000	0.000
1	PUBLIC - Others	466702372	25244978	5.409	25236730	8248	99.967	0.033
		2660676634	**1691806901**	**63.586**	**1691798653**	**8248**		
2	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.000	1433847039	0	100.000	0.000
2	INSTITUTIONS	760127223	232714884	30.615	213387983	19326901	91.695	8.305
2	PUBLIC - Others	466702372	25254174	5.411	25206140	48034	99.810	0.190
		2660676634	**1691816097**	**63.586**	**1672441162**	**19374935**		
3	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.000	1433847039	0	100.000	0.000
3	INSTITUTIONS	760127223	213866715	28.136	15468395	198398320	7.233	92.767
3	PUBLIC - Others	466702372	25241904	5.409	25196834	45070	99.821	0.179
		2660676634	**1672955658**	**62.877**	**1474512268**	**198443390**		
4	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.000	1433847039	0	100.000	0.000
4	INSTITUTIONS	760127223	232714884	30.615	232714884	0	100.000	0.000
4	PUBLIC - Others	466702372	25240564	5.408	25204629	35935	99.858	0.142
		2660676634	**1691802487**	**63.585**	**1691766552**	**35935**		
5	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.000	1433847039	0	100.000	0.000
5	INSTITUTIONS	760127223	229066781	30.135	197845217	31221564	86.370	13.630
5	PUBLIC - Others	466702372	25220354	5.404	25165838	54516	99.784	0.216



Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
		2660676634	**1688134174**	**63.448**	**1656858094**	**31276080**		
6	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.000	1433847039	0	100.000	0.000
6	INSTITUTIONS	760127223	232714884	30.615	197608972	35105912	84.915	15.085
6	PUBLIC - Others	466702372	25240477	5.408	25189384	51093	99.798	0.202
		2660676634	**1691802400**	**63.585**	**1656645395**	**35157005**		
7	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.000	1433847039	0	100.000	0.000
7	INSTITUTIONS	760127223	232714884	30.615	232714884	0	100.000	0.000
7	PUBLIC - Others	466702372	25233661	5.407	25196984	36677	99.855	0.145
		2660676634	**1691795584**	**63.585**	**1691758907**	**36677**		
8	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.000	1433847039	0	100.000	0.000
8	INSTITUTIONS	760127223	232714884	30.615	201493320	31221564	86.584	13.416
8	PUBLIC - Others	466702372	25236532	5.407	25182259	54273	99.785	0.215
		2660676634	**1691798455**	**63.585**	**1660522618**	**31275837**		
9	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.000	1433847039	0	100.000	0.000
9	INSTITUTIONS	760127223	207276132	27.269	26719432	180556700	12.891	87.109
9	PUBLIC - Others	466702372	25236021	5.407	25172128	63893	99.747	0.253
		2660676634	**1666359192**	**62.629**	**1485738599**	**180620593**		
10	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.000	1433847039	0	100.000	0.000
10	INSTITUTIONS	760127223	207276132	27.269	207276132	0	100.000	0.000
10	PUBLIC - Others	466702372	25239883	5.408	25177618	62265	99.753	0.247
		2660676634	**1666363054**	**62.629**	**1666300789**	**62265**		
11	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.000	1433847039	0	100.000	0.000
11	INSTITUTIONS	760127223	232714884	30.615	228954710	3760174	98.384	1.616
11	PUBLIC - Others	466702372	25241257	5.408	25206293	34964	99.861	0.139
		2660676634	**1691803180**	**63.585**	**1688008042**	**3795138**		
12	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.000	1433847039	0	100.000	0.000

ASHOK LEYLAND LTD. CORPORATE OFFICE. 1, Sardar Patel Road, Guindy, Chennai

Resolution	Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
12	INSTITUTIONS	760127223	232714884	30.615	229066781	3648103	98.432	1.568
12	PUBLIC - Others	466702372	25236940	5.408	25217113	19827	99.921	0.079
		2660676634	**1691798863**	**63.585**	**1688130933**	**3667930**		
13	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.000	1433847039	0	100.000	0.000
13	INSTITUTIONS	760127223	232714884	30.615	232564884	150000	99.936	0.064
13	PUBLIC - Others	466702372	25232943	5.407	25206627	26316	99.896	0.104
		2660676634	**1691794866**	**63.585**	**1691618550**	**176316**		
14	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.000	1433847039	0	100.000	0.000
14	INSTITUTIONS	760127223	232564884	30.596	232564884	0	100.000	0.000
14	PUBLIC - Others	466702372	25230608	5.406	25193363	37245	99.852	0.148
		2660676634	**1691642531**	**63.579**	**1691605286**	**37245**		

FOR ASHOK LEYLAND LIMITED

N. RAMANATHAN
Company Secretary

ASHOK LEYLAND LTD. CORPORATE OFFICE. 1, Sardar Patel Road, Guindy, Chennai - 32

B. CHANDRA
Practising Company Secretary

A2, Happy Home Apts,
#9, United India Colony,
4th Main Road, Kodambakkam,
Chennai - 600 024.

E-mail bchandra1@gmail.com
bchandra@bchandrapcs.com
H/P : 9840276313, 9840375053
Ph : 044 - 43587356

FORM NO. MGT - 13

Report of the Scrutinizer(s)
*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)*of the Companies (Management and Administration) Rules, 2014*]*

Dated 28th July 2014

To

The Chairman,
of the Annual General Meeting of the Equity Shareholders of ASHOK LEYLAND LIMITED, held on 26TH July, 2014 at Image Auditorium, 3 Thandavarayan Street, MRC Nagar, Raja Annamalai Puram, Chennai 600 028, at 10.30 a.m.

Subject: Ordinary & 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, 2013read with Rule 20 of the Companies (Management & Administration) Rules, 2014, framed there under& Voting by Poll under Section 109 of the Companies Act read with Rule 21 of the Companies (Management & Administration) Rules, 2014, framed there under*

Dear Sir,

I, B Chandra, Practising Company Secretary, having my office at A2 Happy Home Apartments New No.9, United India Colony, 4th Main Road, Kodambakkam, Chennai – 600 024 appointed as Scrutinizer as per the letter dated 23rdMay 2014, for the purpose of voting by electronic means on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of ASHOK LEYLAND

B. CHANDRA 7859 PRACTISING COMPANY

ASHOK LEYLAND LTD CORPORATE OFFICE Sardar Patel Road, Guindy, Chennai - 32

LIMITED held on 26TH July 2014, at Image Auditorium, 3 Thandavarayan Street, MRC Nagar, Raja Annamalai Puram, Chennai 600 028, at 10.30 a.m hereby submit my report as under:

a.	Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, 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) and to the other shareholders by registered post on the July 1, 2014 and subsequently, the Notice convening was also placed on the website of the Company and that of the agency, i.e., Integrated Enterprises (India) Ltd (Registrar and Share Transfer Agent). The members of the Company were given an option to vote electronically on e-voting platform, provided by the **National Securities Depository Limited**(NSDL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper of wide circulation on 09.07.2014 and a vernacular newspaper on the 10.07.2014.
c.	The e-voting period commenced on July 19, 2014 at 09:00 A.M. and ended on the close of July 21 , 2014 at 05:30 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on July 21, 2014 at 05:30 P.M, the NSDL portal was blocked for voting.
e.	The votes cast were unblocked in the presence of two witnesses on the July 22, 2014.
f.	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.
g.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorisation to attend the Annual General Meeting.

At the Annual general meeting held at the scheduled time, date and venue, the Chairman announced a poll taking into account the provisions of law as well as the clarifications issued by the Ministry of Corporate Affairs dated 17-06-2014 .

The polling papers in **Form MGT-12** as per Companies (Management & Administration) Rules, 2014were distributed to the shareholders present. The

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ASHOK LEYLAND LTD. CORPORATE OFFICE 1, Sardar Patel Road Guindy, Chennai - 32

shareholders cast their votes in the three ballot boxes kept at convenient locations in the Venue.

1. At the time fixed for closing of the poll by the Chairman, **all the three** ballot boxes kept for polling was locked in my presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014, the Balance Sheet as at that date and the Report of the Directors and the Auditors thereon	Ordinary
2	To appoint a Director in the place of Mr. Dheeraj G Hinduja, who retires by rotation, and being eligible, offers himself for re-appointment	Ordinary
3	Re-appointment of Messrs. M.S. Krishnaswami & Rajan and Messrs. Deloitte Haskins & Sells LLP as Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting	Ordinary
4	Appointment of Dr. Andreas H Biagosch as an Independent Director	Ordinary
5	Appointment of Mr. Anil Harish as an Independent Director	Ordinary
6	Appointment of Mr. D J Balaji Rao as an Independent Director	Ordinary
7	Appointment of Mr. Jean Brunol as an Independent Director	Ordinary
8	Appointment of Mr. Sanjay K Asher as an Independent Director	Ordinary

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9	Appointment of Mr. Shardul S Shroff as an Independent Director	Ordinary
10	Appointment of Mr. Vinod K Dasari as the Managing Director	Ordinary
11	To consider and approve a)The Borrowing Limit (Special Resolution) b)Creation of Mortgage/Security on the Assets (Special Resolution) c) Issue Non-convertible Debentures through Private Placement (Special Resolution)	Special
12	To Consider & Approve Alteration in the Articles of Association (Special Resolution)	Special
13	To Consider and Approve Issue of Further Securities (Special Resolution)	Special
14	Ratification of remuneration to Cost Auditor (Ordinary Resolution)	Ordinary

The results of the poll & voting by electronic means are as follows:

The details of the number of members present and voting in person or by proxy and the valid / invalid votes in respect of each of the resolutions are given below.

Resolution S.No	Number of members who cast their votes either by e-voting/ poll in the AGM		Number of valid Votes	Number of invalid votes
	ASSENT	DISSENT		
1	441	9	450	36
2	413	38	451	35
3	340	103	443	36
4	410	36	446	35
5	390	56	446	36
6	390	54	444	36
7	402	39	441	35
8	393	52	445	35
9	316	123	439	37

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ASHOK LEYLAND LTD. * CORPORATE OFFICE * 1, Sardar Patel Road, Guindy, Chennai - 32

10	406	38	444	39
11	399	45	444	39
12	416	27	443	39
13	420	22	442	39
14	401	41	442	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 & POLL						
Resolution S.No	No of VOTES CAST IN FAVOUR	No of VOTES CAST AGAINST	Total - Valid Votes	Assent %	Dissent %	Passed/Not Passed
1	1691798653	8248	1691806901	100.00	0.0005	Passed as ordinary resolution
2	1672441162	19374935	1691816097	98.85	1.145	Passed as ordinary resolution
3	1474512268	198443390	1672955658	88.14	11.862	Passed as ordinary resolution
4	1691766552	35935	1691802487	100.00	0.002	Passed as ordinary resolution
5	1656858094	31276080	1688134174	98.15	1.85	Passed as ordinary resolution
6	1656645395	35157005	1691802400	97.92	2.08	Passed as ordinary resolution
7	1691758907	36677	1691795584	100.00	0.002	Passed as ordinary resolution
8	1660522618	31275837	1691798455	98.15	1.85	Passed as ordinary resolution
9	1485738599	180620593	1666359192	89.16	10.84	Passed as ordinary resolution
10	1666300789	62265	1666363054	100.00	0.004	Passed as ordinary resolution
11	1688008042	3795138	1691803180	99.78	0.22	Passed as special resolution
12	1688130933	3667930	1691798863	99.78	0.22	Passed as special resolution
13	1691618550	176316	1691794866	99.99	0.010	Passed as special resolution
14	1691605286	37245	1691642531	100.00	0.002	Passed as ordinary resolution

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Since therequisite no. of votes cast in favour exceeded the No. of votes cast against in respect of resolutions in S No 1 to 10 & 14 and the No of votes cast in favour were not less than three times the votes cast against in respect of resolutions in S No 11 to 13, I hereby report that the above resolutions were passed with requisite majority.

4. The poll papersand all other relevant records were sealed and handed over to the Company Secretary/~~Director~~ authorized by the Board for safe keeping.

5. The data sheet relating to e-voting and other related papers/registers, 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,

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

B CHANDRA
Company Secretary in Practice
CP No 7859

Encl: Polling Papers 184 in number.

FOR ASHOK LEYLAND LIMITED

N. RAMANATHAN
Company Secretary