

26th March 2025

1. Department of Corporate Services,
BSE Limited
Floor 25, P J Towers,
Dalal Street,
Mumbai - 400 001
2. National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
3. Ashok Leyland Limited
No.1, Sardar Patel Road,
Guindy, Chennai (Madras),
Tamil Nadu 600032

Sub: Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

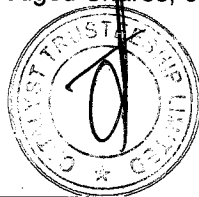
Dear Sir/Ma'am,

We write in our capacity as pledgee for the Pledged Shares (*as defined below*) of Ashok Leyland Limited pledged in our favour by Hinduja Automotive Limited.

Enclosed is a disclosure by Catalyst Trusteeship Limited ("**Onshore Security Agent**") under Regulation 29 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "**Takeover Code**").

A facility agreement dated 24 March 2025 ("**Facility Agreement**") has been entered into between, *inter alia*, Hinduja Automotive Limited (*as borrower*) ("**Borrower**") and certain lenders (including their assigns, transferees, successors and novates from time to time, provided they are overseas banks or otherwise eligible to obtain the benefit of the pledge under applicable Reserve Bank of India guidelines and their agent/trustees) for the purpose of availing a facility ("**Facility**") by the Borrower. The Borrower holds 1,01,94,28,678 equity shares ("**Shares**"), constituting 35.01% of the issued and paid-up share capital of Ashok Leyland Limited (the "**Target Company**"). In connection with the Facility, a pledge has been created by the Borrower over the 300,000,000 Shares ("**Pledged Shares**") constituting [10.21]% of the issued and paid-up share capital of the Target Company, held by the Borrower in the Target Company through the depository system on 25 March 2025.

This disclosure is being made by the Onshore Security Agent in respect of such encumbrance by way of pledge over the Pledged Shares, created by the Borrower in favour of Catalyst Trusteeship



CATALYST TRUSTEESHIP LIMITED

Registered Office : GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune - 411 038 Tel : +91 (20) 6680 7200

Delhi Office : 910-911, 9th Floor, Kailash Building, 26 Kasturba Gandhi Marg, New Delhi - 110 001 Tel : +91 (11) 4302 9101/02

Corporate Office : 901, 9th Floor, Tower-B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400013

Tel : +91 (22) 4922 0555 Fax : +91 (22) 4922 0505

CIN No. U74999PN1997PLCT10262 Email : dt@ctltrustee.com Website : www.catalysttrustee.com

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An ISO: 9001 Company



Limited (acting in the capacity of the onshore security agent) for the benefit of certain lenders (including their assigns, transferees, successors and novates from time to time, provided they are overseas banks or otherwise eligible to obtain the benefit of the pledge under applicable Reserve Bank of India guidelines and their agent/trustees).

We also wish to clarify that as at the date of this disclosure, we do not hold any beneficial interest in the Pledged Shares and the Pledged Shares have been pledged in our favour in our capacity as pledgee.

We request you to take the same on record and acknowledge the same.

Yours faithfully,
For **Catalyst Trusteeship Limited**



Authorised Signatory
Name: Deesha Srikanth
Designation: Senior Vice President
Place: Mumbai

Date: 26th March 2025

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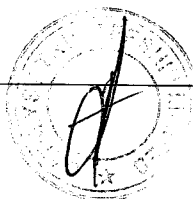
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Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A - Details of the Acquisition

Name of the Target Company (TC)	Ashok Leyland Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Catalyst Trusteeship Limited acting in its capacity as the onshore security agent for Lenders (as defined below) to Hinduja Automotive Limited under the Facility Agreement (as defined below)		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:	Nil	Nil	Nil
(a) Shares carrying voting rights			
(b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
(c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
(d) Warrants/convertible securities/any other instrument that entitles the	Nil	Nil	Nil



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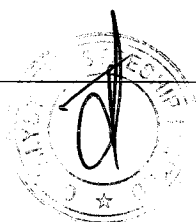
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acquirer to receive shares carrying voting rights in the TC (specify holding in each category)			
(e) Total (a+b+c+d)	Nil	Nil	Nil
Details of acquisition	Nil	Nil	Nil
(a) Shares carrying voting rights acquired			
(b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	Nil	Nil	Nil
(d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	300,000,000	10.21	10.21
(e) Total (a+b+c+/-d)	300,000,000	10.21	10.21
After the acquisition, holding of acquirer along with PACs of:	Nil	Nil	Nil
(a) Shares carrying voting rights			
(b) VRs otherwise than by equity shares	Nil	Nil	Nil
(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil



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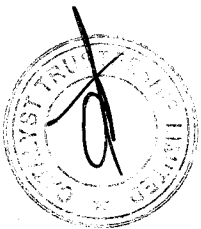
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(d) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	300,000,000	10.21	10.21
(e) Total (a+b+c+d)	300,000,000	10.21	10.21
Mode of acquisition (e.g. open market/public issue/rights issue/preferential allotment/inter se transfer/encumbrance, etc.)	Creation of encumbrance. Please see note # below.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not applicable		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC.	25 March 2025 (date of creation of encumbrance)		
Equity share capital / total voting capital of the TC before the said acquisition	2,93,65,27,276 paid up equity shares of INR 1 each as per the shareholding pattern published on the website of the BSE Ltd for the quarter ended 31 December 2024.		
Equity share capital/ total voting capital of the TC after the said acquisition	2,93,65,27,276 fully paid up equity shares of INR 1 each as per the shareholding pattern published on the website of the BSE Ltd for the quarter ended 31 December 2024.		
Total diluted share/voting capital of the TC after the said acquisition	2,93,65,27,276 fully paid up equity shares of INR 1 each as per the shareholding pattern published on the website of the BSE Ltd for the quarter ended 31 December 2024.		

Note-#

- Hinduja Automotive Limited (the "**Borrower**") is a shareholder in Ashok Leyland Limited (the "**Target Company**") and has entered into a facility agreement dated 24 March 2025 ("**Facility Agreement**"), pursuant to which the Borrower has availed a loan facility (the "**Facility**") from certain lenders (including their assigns, transferees, successors and novates from time to time, provided they are overseas banks or otherwise eligible to obtain the benefit of the pledge under applicable Reserve Bank of India guidelines and their agent/trustees) ("**Lenders**").



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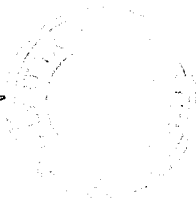
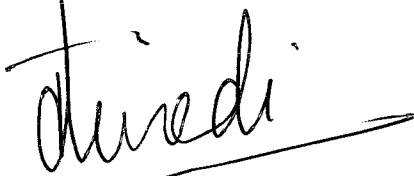


In connection with the Facility, the Borrower has created a pledge over the Pledged Shares that the Borrower holds in the Target Company through the depository system on 25 March 2025 in favour of Catalyst Trusteeship Limited (the "**Security Agent**") acting as the onshore security agent for the Lenders.

The Security Agent is holding the share pledge over the Pledged Shares that the Borrower holds in the Target Company for the benefit of the Lenders.

2. In terms of Regulation 29 (1) read with Regulation 29 (4) of the Takeover Code, encumbrance over shares (including shares that are encumbered by way of pledge) shall be treated as an acquisition. Accordingly, this disclosure is being made in respect of the encumbrance created over the Pledged Shares of the Target Company, in favour of the Security Agent for the benefit of the Lenders under the Facility as described above.

For Catalyst Trusteeship Limited



Authorised Signatory

Name: Deesha Srikanth

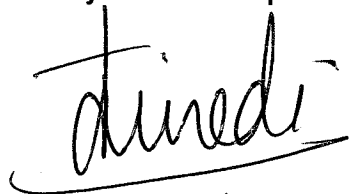
Designation: Senior Vice President

Place: Mumbai

Date: 26th March 2025

Part-B*****Name of the Target Company:** Ashok Leyland Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Catalyst Trusteeship Limited acting in its capacity as the security agent for lender(s) to Hinduja Automotive Limited	No	PAN of Catalyst Trusteeship Limited -

For Catalyst Trusteeship Limited



Signature of the Authorised Signatory

Name: Deesha Srikanth

Designation: Senior Vice President

Place: Mumbai

Date: 26th March 2025**Note:**

- (*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause [●] of the listing agreement and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the shareholding pattern for the quarter ended 31 December 2024 as publicly disclosed by the Target Company.
- (**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.
- (***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

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