

September 5, 2025

National Stock Exchange of India Ltd.
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 Sir/Madam,

Sub: Regulation 30 - Disclosure of events or information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

We attach herewith the Postal Ballot Notice dated August 25, 2025 which is being sent to the shareholders for their approval in respect of:

1. Appointment of Ms. Geeta Mathur (DIN: 02139552) as a Non-Executive Independent Director for a term of five years with effect from August 25, 2025.
2. Appointment of Mr. Sridharan Kesavan (DIN: 00051976) as a Non-Executive Independent Director for a term of three years with effect from August 25, 2025.

We request you to kindly take the same on record.

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
Corporate Identification Number (CIN): L34101TN1948PLC000105; Tel: + 91 44 2220 6000;
Website: www.ashokleyland.com; E-mail ID: secretarial@ashokleyland.com

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given to the Members of Ashok Leyland Limited ('the Company'), pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration), Rules, 2014 (referred to as 'Rules'), Secretarial Standards-2 (SS-2), Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'the MCA Circulars'), and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the special businesses as set out below is proposed for seeking approval of the Members by way of Special Resolutions through the process of Postal Ballot, by electronic means.

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts, is appended to this Postal Ballot Notice.

The Board of Directors of the Company have appointed M/s. B. Chandra & Associates, Practicing Company Secretaries, Chennai (Firm Reg. No.: P2017TN065700) as the Scrutiniser for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rule 20 and 22 of Rules and Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering e-voting facility to all the Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes in this regard.

SPECIAL BUSINESS

1. To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to the recommendation of the Nomination and Remuneration Committee, applicable provisions of the Companies Act, 2013, ("Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Geeta Mathur (DIN: 02139552), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 25, 2025, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company and pursuant to the provisions of Sections 149, 152 and its related and applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended

from time to time, the appointment of Ms. Geeta Mathur, who meets the criteria for appointment as an independent director as provided in Section 149(6) of the Act, read with the rules made thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect for a term of five consecutive years commencing August 25, 2025 to August 24, 2030, not liable to retire by rotation, be and is hereby approved.”

2. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED** that pursuant to the recommendation of the Nomination and Remuneration Committee, applicable provisions of the Companies Act, 2013, (“Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sridharan Kesavan (DIN:00051976), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 25, 2025, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company and pursuant to the provisions of Sections 149, 152 and its related and applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Sridharan Kesavan, who meets the criteria for appointment as an independent director as provided in Section 149(6) of the Act, read with the rules made thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect for a term of three consecutive years commencing August 25, 2025 to August 24, 2028, not liable to retire by rotation, be and is hereby approved.”

Registered Office:

No. 1, Sardar Patel Road

Guindy, Chennai - 600 032

CIN: L34101TN1948PLC000105

Tel: +91 44 2220 6000

E-mail: secretarial@ashokleyland.com

Website: www.ashokleyland.com

By Order of the Board of Directors

Sd/-

N Ramanathan

Company Secretary

August 25, 2025

Chennai

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details pursuant to SEBI Listing Regulations is annexed.
2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as on Friday, August 29, 2025 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories. The Postal Ballot Notice has also been placed on the websites of the Company and CDSL. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.

3. Member(s) whose name(s) appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for E-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

4. Service of Postal Ballot Notice electronically:

Members holding shares in physical mode	This Postal Ballot Notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Registrar and Transfer Agent.
Members holding shares in demat mode	This Postal Ballot Notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Depositories.

5. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and MCA circulars issued from time to time, the Company provides the Members the facility to exercise their right to vote by electronic means through E-voting services provided by CDSL. The instructions for E-voting are annexed to this Notice.

Remote e-voting timeline:

Commencement of e-voting	9:00 AM on Saturday, September 6, 2025
Conclusion of e-voting	5:00 PM on Sunday, October 5, 2025

E-voting shall not be allowed beyond the said date and time.

6. A Member cannot exercise his/her vote through proxy on Postal Ballot.
7. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, August 29, 2025.
8. The resolution, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on Sunday, October 5, 2025 and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.
9. The Board of Directors of the Company have appointed M/s. B. Chandra & Associates, Practising Company Secretaries, Chennai (Firm Reg. No.: P2017TN065700) who are not in employment of the Company as the Scrutiniser, for conducting the said Postal Ballot process in a fair and transparent manner. The Scrutiniser has communicated their willingness to be appointed for conducting the Postal Ballot process.
10. The Scrutiniser will submit their report to the Chairman or any authorised person of the Company and the results of the Postal Ballot will be announced on or before Tuesday, October 7, 2025. The said results will be displayed at the Registered Office of the Company and intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.ashokleyland.com and on the website of CDSL <https://www.evotingindia.com>.
11. Relevant documents referred to in the Postal Ballot Notice and the Statement under Section 102 of the Act are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 5:00 p.m. on all working days (Monday - Friday) till the last date for E-voting. Members seeking inspection may send an e-mail to secretarial@ashokleyland.com, mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhaar Card attached to the e-mail.
12. The instructions for E-voting are as under:
 - i) The voting period begins at 9:00 a.m. on Saturday, September 6, 2025 and ends on Sunday, October 5, 2025 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on Friday, August 29, 2025 may cast their votes electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
 - ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode

iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit the CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner"

Type of shareholders	Login Method
mode with NSDL Depository	<p>icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. CDSL AND NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 - 4886 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- v) After entering these details appropriately, click on “SUBMIT” tab.
- vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the EVEN of Ashok Leyland Limited to vote.
- ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@ashokleyland.com and bchandrapcs@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDs ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE

1. In case shares are held in physical mode, please provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) along with Form ISR-1 for updation of KYC details by e-mail to einward@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to einward@integratedindia.in.
3. If you are an Individual shareholder holding securities in demat mode, please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

Members are requested to note that SEBI vide circular dated November 3, 2021 and subsequent circulars has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA:

- PAN;
- KYC details containing address, mobile number, e-mail address, bank account details;
- Nomination details.

Also, pursuant to the above SEBI Circulars, with effect from April 1, 2024, in case of non-updation of PAN and KYC details except “choice of nomination”, the shareholders holding shares in physical form shall be eligible for the following only after furnishing KYC details:

- to lodge grievance or avail any service request from the RTA
- to receive any payment of dividend through electronic mode in respect of shares held in the folio in physical form.

Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA in the prescribed Forms i.e. ISR-1, ISR-2, ISR-3 or SH-13 / SH-14 at the earliest. Any clarifications in this regard may be addressed to the RTA at inward@integratedindia.in.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

Explanatory Statement pursuant to Section 102 of the Act,

As required under Section 102 of the Act, the following Explanatory Statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice.

Item No. 1

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Ms. Geeta Mathur (DIN: 02139552) as an Additional Director with effect from August 25, 2025. Further, the Board at the said meeting has also appointed Ms. Geeta Mathur as an Independent Director, not liable to retire by rotation, for a term of five consecutive years from August 25, 2025 to August 24, 2030, subject to the approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing the candidature of Ms. Geeta Mathur for the office of Director. The Company has received declarations from Ms. Geeta Mathur (DIN: 02139552) under Regulation 16(1)(b) of the SEBI Listing Regulations and that she is not disqualified from being appointed as Director in terms of Section 164 of the Act. In terms of Regulation 25(8) of SEBI Listing Regulations, Ms. Geeta Mathur has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as a Director.

A brief profile of Ms. Geeta Mathur (DIN: 02139552) is provided below.

Ms. Geeta Mathur, is a member of the Institute of Chartered Accountants of India and a B. Com (Hons) graduate from Shri Ram College of Commerce, Delhi University. Currently, she is a Director of JSW One Platforms Limited, Dixon Technologies (India) Limited, Healthcare Global Enterprises Limited, Hero Housing Finance Limited, Travel Food Services Limited, Novopor Advanced Science Private Limited, Sentiss Pharma Private Limited, IPE Global Centre for Knowledge and Development, Canara HSBC Life Insurance Company Limited, Ummeed Housing Finance Private Limited and Info Edge India Limited.

Ms. Geeta Mathur had also served as a Director on boards of many renowned companies such as Motherson Sumi Wiring India Limited, NIIT Limited, 360 One WAM Limited, contributing towards their growth and governance. Apart from being a Director she has also worked as Chief Financial Officer in Helpage India, Vice President- Finance in Emaar MGF Land

Limited, Regional Head- North & East IBM Global Finance (IBM Ltd.) and Sr. Vice President in ICICI Limited. She has vast experience in the domain of understanding strategies for growth with risk management, investor perspective, customer management and market leadership, organization structures and dynamics, compliances and reporting.

Ms. Geeta Mathur has also been awarded the Women Independent Director of the year award by Mentor by Board at the 3rd Mentor MyBoard's Women Directors Conclave 2023.

The Company has also received declarations from Ms. Geeta Mathur that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder. In the opinion of the Board, Ms. Geeta Mathur fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as an Independent Director and she is independent of the management of the Company. In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Ms. Geeta Mathur (DIN: 02139552) as an Independent Directors is being placed before the members for approval.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of next General Meeting. As per the requirements of SEBI Listing Regulations, the approval of the shareholders is required to be obtained for appointment of a Director, within three months from the date of appointment or next general meeting, whichever is earlier. Accordingly, the approval of the Members is being sought for the appointment of Ms. Geeta Mathur as a Non-Executive Independent Director of the Company, not liable to retire by rotation, through the process of Postal Ballot.

The disclosure as required under Reg. 36(3) of SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standards on General Meetings is given in Annexure-A.

Except Ms. Geeta Mathur and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way interested or concerned, financially or otherwise in the aforesaid Resolution. The Board recommends the Special Resolution as set out in Item No. 1 of this Notice for approval by the Members of the Company.

Item No. 2

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors have appointed Mr. Sridharan Kesavan (DIN:00051976) as an Additional Director with effect from August 25, 2025. Further, the Board at the said meeting has also appointed Mr. Sridharan Kesavan as an Independent Director, not liable to retire by rotation, for a term of three consecutive years from August 25, 2025 to August 24, 2028, subject to the approval of the Members.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing the candidature of Mr. Sridharan Kesavan for the office of Directors. The Company has received declarations from Mr. Sridharan Kesavan (DIN:00051976) under Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not disqualified from being appointed as Director in terms of Section 164 of the Act. In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Sridharan Kesavan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as a Director.

A brief profile of Mr. Sridharan Kesavan (DIN:00051976) is provided below:

Mr. Sridharan Kesavan is a member of the Institute of Chartered Accountants of India, Institute of Cost and Works Accountants of India and a B. Com graduate from Madras University. He is currently an Independent Director of Hinduja Tech Limited. He was formerly the Chief Financial Officer of Ashok Leyland Ltd. He worked with the Company for nearly 32 years with rich experience in all facets of Finance function including Budget/Management Reporting, Taxation and Corporate Treasury and superannuated from the Company in August 2013. During his association he has led key financial

initiatives, international fund-raising, investor relations, ERP implementation and strategic acquisitions. Had successfully concluded many international fund-raising programs, GDR issue, Convertible Bond Issue and many Euro-syndicated loans. He had established an Investor Relations team and participated in many Investors' meet in India and abroad to enhance the visibility about the Company's prospects to Institutional Investors.

Also, actively participated in business acquisitions and in successful integration of target companies with Ashok Leyland Ltd., successfully implementation of ERP (SAP) system, strengthened the Finance function to be more responsible in aiding Strategic Business Units to achieve their business targets. He had also served as a Director on many Associate / Subsidiary companies - oversaw their Business Plans, supported their fund-raising exercise, and in streamlining their Finance function. In April 2016 he joined Hinduja Tech Ltd. as the Chief Executive Officer for a brief period, to put systems and process in place and resigned in January 2017 and is now continuing on their Board.

The Company has received declarations from Mr. Sridharan Kesavan that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder. In the opinion of the Board, Mr. Sridharan Kesavan fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management of the Company. In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Sridharan Kesavan (DIN:00051976) as an Independent Director is being placed before the members for approval.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. As per the requirements of SEBI Listing Regulations, the approval of the shareholders is required to be obtained for appointment of a Director, within three months from the date of appointment or next general meeting, whichever is earlier. Accordingly, the approval of the Members is being sought for the appointment of Mr. Sridharan Kesavan as a Non-Executive Independent Director of the Company, not liable to retire by rotation, through the process of Postal Ballot.

The disclosure as required under Reg. 36(3) of SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standards on General Meetings is given in Annexure-A.

Except Mr. Sridharan Kesavan and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way interested or concerned, financially or otherwise in the aforesaid Resolution. The Board recommends the Special Resolution as set out in Item No. 2 of this Notice for approval by the Members of the Company.

Registered Office:

No. 1, Sardar Patel Road

Guindy, Chennai - 600 032

CIN: L34101TN1948PLC000105

Tel: +91 44 2220 6000

E-mail: secretarial@ashokleyland.com

Website: www.ashokleyland.com

By Order of the Board of Directors

Sd/-

N Ramanathan
Company Secretary

August 25, 2025
Chennai

Disclosure under Reg. 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards on General Meetings

Name of the Director	Ms. Geeta Mathur	Mr. Sridharan Kesavan																											
Date of Birth and Age	November 21, 1966; 58 years	August 16, 1953; 72 years																											
Date of Appointment	August 25, 2025	August 25, 2025																											
Qualifications	B. Com., CA.	B. Com., CA., CWA.																											
Expertise in specific functional areas	As mentioned in the Explanatory Statement of Item no. 1.	As mentioned in the Explanatory Statement of Item no. 2.																											
Board Membership of other Companies including listed entities as on the date of Postal Ballot Notice	1) JSW One Platforms Limited 2) Dixon Technologies (India) Limited 3) Travel Food Services Limited 4) Novopor Advanced Science Private Limited 5) Hero Housing Finance Limited 6) Healthcare Global Enterprises Limited 7) Sentiss Pharma Private Limited 8) IPE Global Centre for Knowledge and Development 9) Canara HSBC Life Insurance Company Limited 10) Ummeed Housing Finance Private Limited 11) Info Edge (India) Limited	Hinduja Tech Limited																											
Chairmanship(s)/Membership(s) of Committees of other Companies as on the date of Postal Ballot Notice	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #4F81BD; color: white;">Name of Company</th> <th style="background-color: #4F81BD; color: white;">Name of the Committee</th> <th style="background-color: #4F81BD; color: white;">Designation</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Info Edge (India) Limited</td> <td>Corporate Social Responsibility Committee</td> <td>Chairperson</td> </tr> <tr> <td>Risk Management Committee</td> <td>Chairperson</td> </tr> <tr> <td rowspan="2">Healthcare Global Enterprise Limited</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td rowspan="2">Dixon Technologies (India) Limited</td> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td rowspan="4">Travel Food Services Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Chairperson</td> </tr> <tr> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of Company	Name of the Committee	Designation	Info Edge (India) Limited	Corporate Social Responsibility Committee	Chairperson	Risk Management Committee	Chairperson	Healthcare Global Enterprise Limited	Audit Committee	Chairperson	Nomination and Remuneration Committee	Member	Dixon Technologies (India) Limited	Nomination and Remuneration Committee	Member	Audit Committee	Member	Travel Food Services Limited	Audit Committee	Member	Nomination and Remuneration Committee	Chairperson	Risk Management Committee	Member	Corporate Social Responsibility Committee	Member	Hinduja Tech Limited - Chairman of Audit Committee
Name of Company	Name of the Committee	Designation																											
Info Edge (India) Limited	Corporate Social Responsibility Committee	Chairperson																											
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Healthcare Global Enterprise Limited	Audit Committee	Chairperson																											
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	Risk Management Committee	Member																											
	Corporate Social Responsibility Committee	Member																											

Name of the Director	Ms. Geeta Mathur			Mr. Sridharan Kesavan
	Hero Housing Finance Limited	Nomination and Remuneration Committee	Member	
		Audit Committee	Member	
		Risk Management Committee	Member	
		IT Strategy Committee	Member	
		Corporate Social Responsibility Committee	Member	
	Canara HSBC Life Insurance Company Limited	Audit Committee	Chairperson	
		Policy Protection Committee	Chairperson	
		Corporate Social Responsibility Committee	Member	
		Nomination and Remuneration Committee	Member	
	JSW One Platforms Limited	Audit Committee	Chairperson	
		Nomination and Remuneration Committee	Member	
	Sentiss Pharma Private Limited	Audit Committee	Member	
		Corporate Social Responsibility Committee	Member	
	Ummeed Housing Finance Private Limited	Audit Committee	Member	
		Internal Complaint Committee	Member	
		Nomination and Remuneration Committee	Member	
Novopor Advanced Science Private Limited	Audit Committee	Chairperson		
	Corporate Social Responsibility Committee	Member		
	Nomination and Remuneration Committee	Member		
Number of shares held in the Company (self and as a beneficial owner)	Nil			
Remuneration proposed to be paid	Sitting fees for attending the meetings of the Board & Committees thereof, reimbursement of expenses for participating in the Board & other meetings and			

Name of the Director	Ms. Geeta Mathur	Mr. Sridharan Kesavan
	such amount of Commission as may be decided by the Nomination and Remuneration Committee/Board.	
Remuneration last drawn	Nil	
Terms and conditions of appointment	As mentioned in the resolution	
Relationship with other Directors or KMP of the Company	Nil	
Number of meetings of the Board attended	NA	
Listed entities from which the Director has resigned in the past three years	Ceased to be an Independent Director in the following listed companies upon completion of second term of five years: <ul style="list-style-type: none"> a) 360 One WAM Limited b) NIIT Limited c) IIFL Finance Limited d) Motherson Sumi Wiring India Limited (Due to Demerger of the entity) Resigned as Independent Director in Onmobile Global Limited.	Nil