ASHOK LEYLAND

June 30, 2015

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

Dear Sirs,

Listing Agreement – Clause 35A

Our Annual General Meeting was held on June 29, 2015. We give below the details as required under Clause 35A.

Date of the Annual General Meeting	June 30, 2015
Total number of shareholders on the record date (cut-off date)	351274
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: 	 4 3415 --- 3419 ---
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 8 resolutions placed before the shareholders have been passed with requisite majority.

We also attach herewith the Scrutinizers Report for your records.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For ASHOK LEYLAND LIMITED

N Ramanathan
Company Secretary

ASHOK LEYLAND

Date of the AGM/~~EGM~~: 29/06/2015	
Total number of shareholders on record date: (cut-off date)	351274

No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	3415
Total	**3419**
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

S. No.	Resolutions :
Ordinary Business:	
1.	To receive, consider and adopt: a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, 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, 2015 and the Report of Auditors thereon.
2.	To declare a dividend for the year ended March 31, 2015.
3.	To appoint a Director in the place of Mr. F. Sahami who retires by rotation and being eligible, offers himself for re-appointment.
4.	To appoint Messrs. M. S. Krishnaswami & Rajan and Messrs. Deloitte Haskins & Sells, LLP as Joint Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.
Special Business:	
Ordinary Resolution:	
5.	Appointment of Ms. Manisha Girotra as an Independent Director.
6.	Appointment of Mr. Sudhindar Krishan Khanna as an Independent Director.
Special Resolution:	
7.	Issue of Further Securities.
8.	Issue of Non-Convertible Debentures on Private Placement Basis

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

ASHOK LEYLAND

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	100.0000	1433847039	0	100.0000	0.0000
1	INSTITUTIONS	917727717	514628989	56.0764	514628989	0	100.0000	0.0000
1	PUBLIC - Others	494301878	40182854	8.1292	40177056	5798	99.9856	0.0144
	Total for Resolution 1	**2845876634**	**1988658882**	**69.8786**	**1988653084**	**5798**	**99.9997**	**0.0003**
2	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.0000	1433847039	0	100.0000	0.0000
2	INSTITUTIONS	917727717	552196189	60.1699	552196189	0	100.0000	0.0000
2	PUBLIC - Others	494301878	40188273	8.1303	40182876	5397	99.9866	0.0134
	Total for Resolution 2	**2845876634**	**2026231501**	**71.1989**	**2026226104**	**5397**	**99.9997**	**0.0003**
3	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.0000	1433847039	0	100.0000	0.0000
3	INSTITUTIONS	917727717	552196189	60.1699	546175566	6020623	98.9097	1.0903
3	PUBLIC - Others	494301878	34463255	6.9721	34440644	22611	99.9344	0.0656
	Total for Resolution 3	**2845876634**	**2020506483**	**70.9977**	**2014463249**	**6043234**	**99.7009**	**0.2991**
4	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.0000	1433847039	0	100.0000	0.0000
4	INSTITUTIONS	917727717	549188637	59.8422	501665047	47523590	91.3466	8.6534
4	PUBLIC - Others	494301878	34465103	6.9725	34434097	31006	99.9100	0.0900
	Total for Resolution 4	**2845876634**	**2017500779**	**70.8921**	**1969946183**	**47554596**	**97.6429**	**2.3571**

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

ASHOK LEYLAND

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
5	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.0000	1433847039	0	100.0000	0.0000
5	INSTITUTIONS	917727717	551810189	60.1279	551810189	0	100.0000	0.0000
5	PUBLIC - Others	494301878	34454869	6.9704	34418503	36366	99.8945	0.1055
	Total for Resolution 5	**2845876634**	**2020112097**	**70.9838**	**2020075731**	**36366**	**99.9982**	**0.0018**
6	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.0000	1433847039	0	100.0000	0.0000
6	INSTITUTIONS	917727717	551810189	60.1279	551810189	0	100.0000	0.0000
6	PUBLIC - Others	494301878	34448369	6.9691	34408778	39591	99.8851	0.1149
	Total for Resolution 6	**2845876634**	**2020105597**	**70.9836**	**2020066006**	**39591**	**99.9980**	**0.0020**
7	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.0000	1433847039	0	100.0000	0.0000
7	INSTITUTIONS	917727717	552194189	60.1697	551373563	820626	99.8514	0.1486
7	PUBLIC - Others	494301878	40130833	8.1187	39984541	146292	99.6355	0.3645
	Total for Resolution 7	**2845876634**	**2026172061**	**71.1968**	**2025205143**	**966918**	**99.9523**	**0.0477**
8	PROMOTER & PROMOTER GROUP	1433847039	1433847039	100.0000	1433847039	0	100.0000	0.0000
8	INSTITUTIONS	917727717	552196189	60.1699	551375563	820626	99.8514	0.1486
8	PUBLIC - Others	494301878	40115540	8.1156	39949584	165956	99.5863	0.4137
	Total for Resolution 8	**2845876634**	**2026158768**	**71.1963**	**2025172186**	**986582**	**99.9513**	**0.0487**

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

B. CHANDRA
Practising Company Secretary

A2, Happy Home Apts,
#9, United India Colony,
4th Main Road, Kodambakkam,
Chennai - 24.

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

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 30th June 2015

To

The Chairman,
of the Annual General Meeting of the Equity Shareholders of *ASHOK LEYLAND LIMITED, held on 29TH June, 2015 at Kamaraj Memorial Hall, 492Anna Salai, Teynampet, Chennai 600 006, at 2.30 p.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 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date.***

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 15th May 2015, for the purpose of remote e- voting and through ballot , at the Annual General Meeting

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

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

of the Equity Shareholders of ASHOK LEYLAND LIMITED held on 29TH June 2015, at*Kamaraj Memorial Hall, 492 Anna Salai, Teynampet, Chennai 600 006*, at 2.30 p.mon the below mentioned resolutions, hereby submit my report as under:

a.	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) and to the other shareholders by registered post on the 4th of June, 2015 and subsequently, the Notice convening was also placed on the website of the Company. 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 "Business Standard" of wide circulation on 06.06.2015 and a vernacular newspaper " Dhinamani" on the same date.
c.	The remote e-voting period commenced on June25, 2015 at 09:00 A.M. and ended on the close of June 28 , 2015 at 05:00 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on June 28, 2015 at 05:00 P.M, the NSDL portal was blocked for voting.
e.	The List of share holders who cast their votes through remote e voting were unblocked in the presence of two witnesses on the June 29th, 2015.
f.	The Corporate members who hadparticipated in the remote e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e voting.

At the Annual general meeting held at the scheduled time, date and venue, the Chairman announced a poll through ballot taking into account the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs dated 19-03-2015.

The polling papers in **Form MGT-12**as per Companies (Management & Administration) Rules, 2014were distributed to the shareholders present. The 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 heldwere 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, 2015, the Balance Sheet as at that date and the Report of Directors and Auditors thereon	Ordinary
2	To declare a dividend for the year ended March 31, 2015	Ordinary
3	To appoint a Director in the place of Mr. F Sahami who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
4	To re-appoint 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
5	Appointment of Ms. ManishaGirotra as an Independent Director	Ordinary
6	Appointment of Mr. SudhindarKrishanKhanna as an Independent Director.	Ordinary
7	To consider and approve Issue of Further Securities	Special
8	To consider and approve Issue of Non-Convertible Debentures through Private Placement	Special

On the conclusion of the annual General meeting, the votes cast through remote e-voting was unblocked and were available for viewing by the undersigned. The votes cast through e voting and through ballot in the venue of the Annual general meeting were duly considered after ignoring duplicates votes cast, if any, pursuant to the extant rules.

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

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

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 by electronic means and ballot voting 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	916	11	927	23
2	926	16	942	24
3	876	47	923	24
4	867	50	917	24
5	859	49	908	24
6	849	55	904	24
7	871	47	918	23
8	845	78	923	24

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	1988653084	5798	1988658882	99.9997	0.0003	Passed as ordinary resolution
2	2026226104	5397	2026231501	99.9997	0.0003	Passed as ordinary resolution
3	2014463249	6043234	2020506483	99.7009	0.2991	Passed as ordinary resolution
4	1969946183	47554596	2017500779	97.6429	2.3571	Passed as ordinary resolution

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

B. CHANDRA PRACTISING COMPANY SECRETARY 7859

5	2020075731	36366	2020112097	99.9982	0.0018	Passed as ordinary resolution
6	2020066006	39591	2020105597	99.9980	0.0020	Passed as ordinary resolution
7	2025205143	966918	2026172061	99.9523	0.0477	Passed as special resolution
8	2025172186	986582	2026158768	99.9513	0.0487	Passed as special resolution

Since therequisite no. of votes cast in favourexceeded the no. of votes cast against in respect of resolutions in S No 1 to 6and the no of votes cast in favour were not less than three times the votes cast against in respect of resolutions in S No 7 and8,I hereby report that the above resolutionswere 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 113 in number.

ASHOK LEYLAND LTD. * CORPORATE OFFICE * No. 1, Sardar Patel Road, Guindy, Chennai - 32.