

January 25, 2017

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

NEAPS

BSE Listing Centre

Scrip Code: ASHOKLEY

Scrip Code No: 500477

Dear Sirs,

Subject: Outcome of the Court Convened Meeting of the Equity Shareholders of the Company and Results of Postal Ballot seeking the approval of the Scheme of Amalgamation of Hinduja Foundries Limited with Ashok Leyland Limited and their respective shareholders and creditors

This is further to our letter dated December 26, 2016 and pursuant to Order of the Hon'ble High Court of Judicature at Madras, a Meeting of the Equity Shareholders of the Company was held on Monday, January 23, 2017 at Image Auditorium, 3, Thandavarayan Street, MRC Nagar, Raja Annamalai Puram, Chennai - 600 028 at 11.30 am.

Further, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2016 and Notice convening the Meeting of the Equity Shareholders of the Company, and Notice of Postal Ballot dated December 21, 2016, respectively, the Equity Shareholders were also provided the option of E-Voting.

The following results are attached herewith:

Court Convened Meeting:

1. The voting results of remote e-voting and physical poll conducted at the meeting as **Annexure I.**

Postal Ballot including remote e-voting as per SEBI Circular:

2. Voting results of the Postal Ballot (including remote e-voting) conducted by the Company for seeking approval of Public Equity Shareholders of the Company for the approval of the Scheme of Amalgamation of Hinduja Foundries Limited with Ashok Leyland Limited and their respective shareholders and creditors, as **Annexure II.**

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





The aforesaid reports are attached as per the prescribed format along with the Scrutinizer's Report issued by Ms. B Chandra, (ACS No.: 20879 and CP No.:7859), Practising Company Secretary, Chennai, the Scrutinizer.

Based on the Scrutinizer's Report, we would like to inform that the special resolutions as set out in the Notice convening the Meeting of the Equity Shareholders of the Company, and Notice of Postal Ballot dated December 21, 2016, respectively, has been duly approved by the Members of the Company with requisite majority.

The aforesaid results will be available on the website of the Company www.ashokleyland.com.

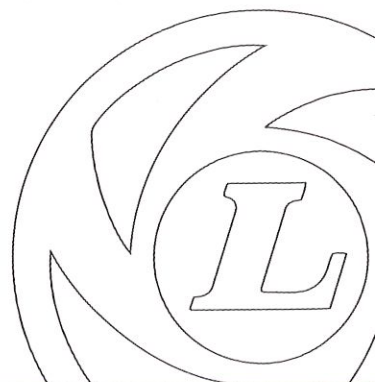
We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,
for Ashok Leyland Limited

N Ramanathan
Company Secretary

Encl.: a/a



Name of the Company	Ashok Leyland Limited
Date of the AGM	Not applicable
Total number of shareholders on record date	523693
No. of shareholders present in the meeting either in person or through proxy:	1464
Promoters and Promoter Group:	5
Public:	1459
No. of Shareholders attended the meeting through Video Conferencing	Not applicable
Promoters and Promoter Group:	Not applicable
Public	Not applicable

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

Agenda- wise disclosure (to be disclosed separately for each agenda item).		Special						
Resolution required: (Ordinary/ Special) Resolution No. 1		No						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Vots in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1433847039	1433847039	100.00	1433847039	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
Public-Institutions	E-voting	687624854	222087251	32.30	154766057	67321194	69.69	30.31
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
Public Non-institutions	E-voting	724404741	138249018	19.08	134955060	3293958	97.62	2.38
	Poll		29362	0.00	28604	758	97.42	2.58
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
Total		2845876634	1794212670	63.05	1723596760	70615910	96.06	3.94





B. CHANDRA
Practising Company Secretary

AG3, Ragamalika,
#26, Kumaran Colony Main Road,
Vadapalani, Chennai - 600 026.

E-mail : bchandra1@gmail.com
bchandracosecy@gmail.com
H/P : 9840276313, 9840375053, 7358269819

SCRUTINIZER'S REPORT

To

Justice K Venkataraman
Chairperson of the Court Convened Meeting of the Equity Shareholders
of Ashok Leyland Limited
No. 1, Sardar Patel Road
Guindy, Chennai - 600032

CONSOLIDATED REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING AND POLL PROVIDED FOR THE COURT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY HELD ON JANUARY 23 2017, AT 11.30 A.M.

Dear Sir,

I, **B Chandra**, Practicing Company Secretary was appointed as Scrutinizer for the purpose of conducting the voting process by remote e-voting through National Securities Depository Limited ("NSDL") and poll through poll papers taken at the court convened meeting of the equity shareholders of Ashok Leyland Limited (the "**Company**"), held on Monday, January 23, 2017 at 11.30 A.M (adjourned to 12.20 P.M) on the resolution seeking shareholders' approval to the Scheme of Amalgamation of Hinduja Foundries Limited with Ashok Leyland Limited and their respective shareholders and creditors. I submit my report as under

A. Voting by remote e-voting through NSDL:

1. The remote e-voting period commenced on Friday, January 20, 2017 (9.00 a.m. IST) and ended on Sunday, January 22, 2017 (5.00 p.m. IST). I have downloaded the list of shareholders who have cast their votes through e-voting from the NSDL website by using the Scrutinizers login ID and password on Sunday, January 22, 2017 after 5.00 p.m.
2. After the close of the Court Convened Meeting (CCM) which ended at about 1 in the noon on Monday, January 23, 2017 and counting of the votes cast at the CCM, the results of e-voting were unblocked in the presence of two witnesses who are not in the employment of the Company. All votes cast on e-voting website of NSDL up to the close of working hours i.e., 5.00 p.m. (IST) on Sunday, January 22, 2017, the last

date and time fixed by the Company for remote e-voting, were subsequently downloaded and considered for my scrutiny.

3. The result of the remote e-voting facility provided through NSDL system seeking approval to the Scheme of Amalgamation of Hinduja Foundries Limited with Ashok Leyland Limited and their respective shareholders and creditors is as follows:

Resolution: To approve the scheme of Amalgamation of Hinduja Foundries Limited with Ashok Leyland Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 391 to 394 and other relevant provisions of the Companies Act, 1956 and the Companies Act, 2013, as may be applicable.

(a) Voted in favour of the resolution

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
687	85.130	172,35,68,156	96.064

(b) Voted against the resolution:

Number of members voted	% of the total number of members voted	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
120	14.870	7,06,15,152	3.936

(c) Invalid / Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
134	19,35,67,384*

* Votes cast in 134 folios had to be invalidated as the shareholders had not submitted the power of attorney/any other authority for casting the votes for and on behalf of bodies corporate/the attachments could not be opened as they were email attachments in the NSDL voting window.

B. Voting by poll through poll papers taken at the court convened meeting

The result of the poll facility through poll papers taken at the Court convened meeting seeking approval to the Scheme of Amalgamation of Hinduja Foundries Limited with Ashok Leyland Limited and their respective shareholders and creditors is as follows:

Total Number of Members present in person or by proxy or by authorised representative and voting	36*
Total Number of Shares held by the Members present in person or by proxy or by authorised representative	29,442
Total number of Members present in person or by proxy or by authorised representative who cast their votes through poll papers taken at the court convened meeting	35
Total number of invalid votes	80
Total number of votes (in terms of number of shares held) cast by them through poll papers taken at the court convened meeting	29,362

*Though the representative of the promoter (5 folios holding the shares of two promoters) was present, the representative did not cast his vote at the meeting as they had already exercised their votes through e-voting as contemplated in Rule 20 of the Companies (Management and Administration) Rules, 2014 .

(a) Voted in favour of the resolution:

Number of members present and voted (in person or by proxy or by authorised representative)	% of the total number of members present and voted (in person or by proxy or by authorised representative)	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
26	74.285	28604	97.418

(b) Voted against the resolution:

Number of members present and voted (in person or by proxy or by authorised representative)	% of the total number of members present and voted (in person or by proxy or by authorised representative)	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
9	25.715	758	2.582

(c) Invalid / Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	80

- C. As per the enclosed report on results of the votes cast by poll (through poll papers), and as per the results of the remote e-voting mentioned in paragraph A above, the combined result, on the resolution mentioned in paragraph A above, seeking the approval to the Scheme of Amalgamation of Hinduja Foundries Limited with Ashok Leyland Limited and their respective shareholders and creditors is as follows:

(a)Voted in favour of the resolution:

Number of members voted (including votes cast through remote e-voting)	% of the total number of members voted (including votes cast through remote e-voting)	Number of votes (in terms of number of shares held) cast by them (including votes cast through remote e-voting)	% of total number of votes (in terms of number of shares held) cast by them (including votes cast through remote e-voting)
713	84.679	172,35,96,760	96.064

(b) Voted against the resolution:

Number of members voted (including votes cast through remote e-voting)	% of the total number of members voted (including votes cast through remote e-voting)	Number of votes (in terms of number of shares held) cast by them (including votes cast through remote e-voting)	% of total number of votes (in terms of number of shares held) cast by them (including votes cast through remote e-voting)
129	15.339	7,06,15,910	3.936

(c) Invalid / Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
135	19,35,67,464

I hereby declare that the resolution for approving the Scheme of Amalgamation of Hinduja Foundries Limited with Ashok Leyland Limited and their respective shareholders and creditors has been approved by requisite majority.

The list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the above resolution were duly handed over to the Chairperson.

The poll papers and the assent and dissent received, and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



B Chandra
Company Secretary in Practice
CP No. 7859

Place: Chennai

Dated: January 25, 2017