

September 14, 2016

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

SCRIP CODE : ASHOKLEY
Through NEAPS

SCRIP CODE : 500477
Through BSE Listing Centre

Dear Sirs,

Outcome of the Board Meeting held on September 14, 2016 - Disclosure under Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CF/CMD/4/2015 dated September 9, 2015

We wish to inform that the Board of Directors of the Company at their meeting held today approved the Scheme of Amalgamation of Hinduja Foundries Limited (Transferor Company) with Ashok Leyland Limited (Transferee Company) under Sections 391 to 394 of the Companies Act, 1956 and the corresponding provisions of the Companies Act, 2013 as applicable with the appointed date of October 1, 2016. The Scheme is subject to the approval of the shareholders, Hon'ble High Court of Judicature at Madras and all other regulatory approvals.

The Board also approved the exchange ratio in the following manner:

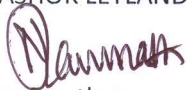
- (i) 100 (one hundred) equity shares of Rs.10/- each fully paid of Hinduja Foundries Limited (Transferor Company) will get 40 (forty) equity shares of Re.1/- each fully paid of Ashok Leyland Limited (Transferee Company).
- (ii) 1,000 (one thousand) 2008 series GDRs of Hinduja Foundries Limited (Transferor Company) will get 133 (one hundred thirty three) equity shares of Re.1/- each fully paid of Ashok Leyland Limited (Transferee Company).
- (iii) 1 (one) 2016 series GDRs of Hinduja Foundries Limited (Transferor Company) will get 4,800 (four thousand eight hundred) equity shares of Re.1/- each fully paid of Ashok Leyland Limited (Transferee Company).

The disclosure in respect of the aforesaid Scheme of Amalgamation as required under Regulation 30 of the SEBI Listing Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015 is attached as Annexure – A.

We request you to please take the same on record.

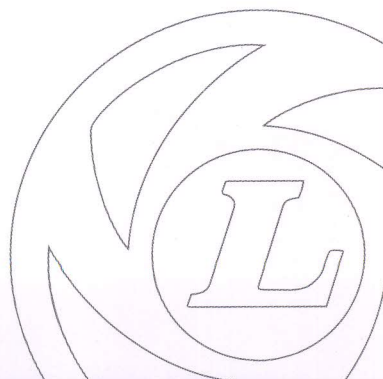
Thanking you,

Yours faithfully,
for ASHOK LEYLAND LIMITED


N Ramanathan
Company Secretary
Encl.: a/a

ASHOK LEYLAND LIMITED

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Annexure – A

Disclosure in terms of Regulation 30 of the SEBI Listing Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

- a) Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;

Name of the Entity	Entity	Turnover March 31, 2016 (Rs. Lakhs)	Net worth March 31, 2016 (Rs. Lakhs)
Hinduja Foundries Limited*	Transferor Company	94,494.99	376.02
Ashok Leyland Limited	Transferee Company	1,987,725.23	441,602.26

**For eighteen months period ended March 31, 2016*

- b) Whether the transaction would fall within related party transactions, if yes whether the same is done at arm's length

The Company and Hinduja Foundries Limited belong to Hinduja Group, but the Company and Hinduja Foundries Limited are not related parties.

- c) Area of business of the entities

Hinduja Foundries Limited, the Transferor Company is engaged in the business of grey iron castings and supply of automotive components.

Ashok Leyland Limited, the Transferee Company is engaged in the business of manufacture and sale of commercial and defence vehicles and power solutions.

- d) Rationale for amalgamation / merger

With a view to rationalize and consolidate the business activities of the Company, the Board proposes to amalgamate (by way of merger) HFL business with the Company. The proposed amalgamation of HFL with the Company will benefit both HFL and the Company in the following manner:

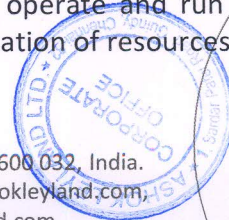
- (i) Through the proposed amalgamation, the administrative and operational costs will be considerably reduced and the Company will be able to operate and run the business more effectively and economically resulting in better utilisation of resources.

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- (ii) The proposed amalgamation will result in usual economies of a centralized scale of operations and eliminates duplication of work, reduction in overheads, better and more productive utilization of human and other resources thereby enhancing overall business efficiency and will bring in synergies for the Company.
- (iii) The proposed amalgamation will contribute in fulfilling and furthering the objects of these companies. It will strengthen, consolidate and stabilize the business of these companies and will facilitate further expansion and growth of their business.
- (iv) The Company will have the benefit of the combined assets and man-power of both the companies. These combined resources will enhance its capability to expand and increase its market share more effectively.
- (v) There is no likelihood that interests of any shareholder or creditor of either HFL or the Company would be prejudiced as a result of the proposed amalgamation. The proposed amalgamation will not impose any additional burden on the members of HFL and the Company.

e) In case of cash consideration, amount - otherwise share exchange ratio

There is no cash consideration. The share exchange ratio based on the valuation report of Haribhakti & Co, LLP and Fairness opinion of SBI Capital Markets Limited.

In consideration of the amalgamation, Ashok Leyland Limited shall issue and allot in the following manner:

- (i) 100 (one hundred) equity shares of Rs.10/- each fully paid of Hinduja Foundries Limited (Transferor Company) will get 40 (forty) equity shares of Re.1/- each fully paid of Ashok Leyland Limited (Transferee Company).
- (ii) 1,000 (one thousand) 2008 series GDRs of Hinduja Foundries Limited (Transferor Company) will get 133 (one hundred thirty three) equity shares of Re.1/- each fully paid of Ashok Leyland Limited (Transferee Company).
- (iii) 1 (one) 2016 series GDRs of Hinduja Foundries Limited (Transferor Company) will get 4,800 (four thousand eight hundred) equity shares of Re.1/- each fully paid of Ashok Leyland Limited (Transferee Company).

f) Brief details of change in shareholding pattern (if any) of the listed entity

Upon the Scheme becoming effective, the Company will issue the Equity Shares in the aforesaid manner mentioned in (e) above to the members of Hinduja Foundries Limited as on the Record Date.



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