



ASHOK LEYLAND

Aapki Jeet. Hamari Jeet.

August 2, 2019

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

Scrip Code : 500477

Through : NEAPS

Through: BSE Listing Centre

Dear Sirs,

Subject: Details of voting results of the 70th Annual General Meeting of the Company held on July 31, 2019

Pursuant to regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015, we submit herewith the details regarding the voting results of the business transacted at the 70th Annual General Meeting (AGM) of the Members of the Company held on Wednesday, July 31, 2019, Chennai in the prescribed format.

We also enclose the consolidated report of the scrutinizer on e-voting and voting through ballot paper at the AGM. A copy of the above is being uploaded in the website of the Company and National Securities Depository Limited (NSDL).

Thanking you,

Yours faithfully,
for Ashok Leyland Limited

N Ramanathan
Company Secretary

Encl : a/a

ASHOK LEYLAND LIMITED

Registered & Corporate Office: No.1, Sardar Patel Road, Guindy, Chennai - 600 032, India | T : +91 44 2220 6000 | F : +91 44 2220 6001
CIN - L34101TN1948PLC000105 | www.ashokleyland.com



HINDUJA GROUP

Name of the Company	Ashok Leyland Limited
Date of the AGM	Wednesday, July 31, 2019
Total number of shareholders on record date	928059
No. of shareholders present in the meeting either in person or through proxy:	6608
Promoters and Promoter Group:	6
Public:	6602
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)

1. To receive, consider and adopt:a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with 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, 2019 together with the Report of Auditors thereon.										
Resolution required: (Ordinary/ Special) Resolution No. 1			Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?			No							
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid votes	Invalid Vote count
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-voting	1500660261	1026556057	68.407	1026556057	0	100.000	0.000	0	
	Poll		474104204	31.593	474104204	0	100.000	0.000	0	0
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	
Public-Institutions	E-voting	840600152	419071311	49.854	419071311	0	100.000	0.000	146325668	87
	Poll		23958000	2.850	23958000	0	100.000	0.000	0	0
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	
Public Non-institutions	E-voting	594266863	35563554	5.984	35552153	11401	99.968	0.032	2611045	9
	Poll		273805	0.046	273805	0	100.000	0.000	3011	3
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	
Total		2935527276	1979526931	67.43	1979515530	11401	99.99942	0.00058	148939724	99
2.To declare a dividend for the year ended March 31, 2019.										
Resolution required: (Ordinary/ Special) Resolution No. 2			Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?			No							
Promoter and Promoter Group	E-voting	1500660261	1026556057	68.407	1026556057	0	100.000	0.000	0	
	Poll		474104204	31.593	474104204	0	100.000	0.000	0	0
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	
Public-Institutions	E-voting	840600152	421131199	50.099	421131199	0	100.000	0.000	146325668	87
	Poll		23958000	2.850	23958000	0	100.000	0.000	0	0
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	
Public Non-institutions	E-voting	594266863	35570886	5.986	35560771	10115	99.972	0.028	2611045	9
	Poll		273805	0.046	273805	0	100.000	0.000	3011	3
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	
Total		2935527276	1981594151	67.504	1981584036	10115	99.99949	0.00051	148939724	99
3. To appoint a Director in the place of Mr. Dheeraj G Hinduja who retires by rotation and being eligible, offers himself for re-appointment.										
Resolution required: (Ordinary/ Special) Resolution No. 3			Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes							
Promoter and Promoter Group	E-voting	1500660261	1026556057	68.407	1026556057	0	100.000	0.000	0	
	Poll		474104204	31.593	474104204	0	100.000	0.000	0	0
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	
Public-Institutions	E-voting	840600152	421131199	50.099	410177196	10954003	97.399	2.601	146325668	87
	Poll		23958000	2.850	23958000	0	100.000	0.000	0	0
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	
Public Non-institutions	E-voting	594266863	35558895	5.984	35202386	356509	98.997	1.003	2611045	9
	Poll		273305	0.046	273305	0	100.000	0.000	3011	3
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0	
Total		2935527276	1981581660	67.50	1970271148	11310512	99.42922	0.57078	148939724	99



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

4. To re-appoint Dr. Andreas H. Biagosch as an Independent Director of the Company.											
Resolution required: (Ordinary/ Special) Resolution No. 4				Special							
Whether promoter/ promoter group are interested in the agenda/resolution?				No							
Promoter and Promoter Group	E-voting	1500660261	1026556057	68.407	1026556057	0	100.000	0.000	0		
	Poll		474104204	31.593	474104204	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0		
Public-Institutions	E-voting	840600152	386014761	45.921	191453380	194561381	49.597	50.403	142918493	84	
	Poll		23958000	2.850	23958000	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0		
Public Non-institutions	E-voting	594266863	20292981	3.415	18305628	1987353	90.207	9.793	2611045	9	
	Poll		273805	0.046	273805	0	100.000	0.000	3011	3	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0		
Total			2935527276	1931199808	65.79	1734651074	196548734	89.82245	10.17755	145532549	96
5. To re-appoint Mr. Jean Brunol as an Independent Director of the Company.											
Resolution required: (Ordinary/ Special) Resolution No. 5				Special							
Whether promoter/ promoter group are interested in the agenda/resolution?				No							
Promoter and Promoter Group	E-voting	1500660261	1026556057	68.407	1026556057	0	100.000	0.000	0		
	Poll		474104204	31.593	474104204	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0		
Public-Institutions	E-voting	840600152	386014761	45.921	182505076	203509685	47.279	52.721	142918493	84	
	Poll		23958000	2.850	23958000	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0		
Public Non-institutions	E-voting	594266863	20293513	3.415	18642600	1650913	91.865	8.135	2611045	9	
	Poll		273805	0.046	273805	0	100.000	0.000	3011	3	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0		
Total			2935527276	1931200340	65.79	1726039742	205160598	89.37652	10.62348	145532549	96
6. To re-appoint Mr. Sanjay K. Asher as an Independent Director of the Company.											
Resolution required: (Ordinary/ Special) Resolution No. 6				Special							
Whether promoter/ promoter group are interested in the agenda/resolution?				No							
Promoter and Promoter Group	E-voting	1500660261	1026556057	68.407	1026556057	0	100.000	0.000	0		
	Poll		474104204	31.593	474104204	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0		
Public-Institutions	E-voting	840600152	386014761	45.921	168671255	217343506	43.696	56.304	142918493	84	
	Poll		23958000	2.850	23958000	0	100.000	0.000	0	0	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0		
Public Non-institutions	E-voting	594266863	20282674	3.413	18547897	1734777	91.447	8.553	2611045	9	
	Poll		273805	0.046	273805	0	100.000	0.000	3011	3	
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0		
Total			2935527276	1931189501	65.79	1712111218	219078283	88.65579	11.34421	145532549	96



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

7. To appoint Mr. Gopal Mahadevan as a Director of the Company, designated as “Whole-time Director & Chief Financial Officer”.												
Resolution required: (Ordinary/ Special) Resolution No. 7				Ordinary								
Whether promoter/ promoter group are interested in the agenda/resolution?				No								
Promoter and Promoter Group	E-voting	1500660261	1026556057	68.407	1026556057	0	100.000	0.000	0			
	Poll		474104204	31.593	474104204	0	100.000	0.000	0	0		
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0			
Public-Institutions	E-voting	840600152	386014761	45.921	188278080	197736681	48.775	51.225	142918493	84		
	Poll		23958000	2.850	23958000	0	100.000	0.000	0	0		
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0			
Public Non-institutions	E-voting	594266863	20294228	3.415	19352015	942213	95.357	4.643	2611045	9		
	Poll		273805	0.046	273805	0	100.000	0.000	3011	3		
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0			
Total				2935527276	1931201055	65.79	1732522161	198678894	89.71216	10.28784	145532549	96
8. To ratify the Cost Auditors’ remuneration for the financial year 2018-19.												
Resolution required: (Ordinary/ Special) Resolution No. 8				Ordinary								
Whether promoter/ promoter group are interested in the agenda/resolution?				No								
Promoter and Promoter Group	E-voting	1500660261	1026556057	68.407	1026556057	0	100.000	0.000	0			
	Poll		474104204	31.593	474104204	0	100.000	0.000	0	0		
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0			
Public-Institutions	E-voting	840600152	421131199	50.099	421131199	0	100.000	0.000	146325668	87		
	Poll		23958000	2.850	23958000	0	100.000	0.000	0	0		
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0			
Public Non-institutions	E-voting	594266863	35556619	5.983	35496645	59974	99.831	0.169	2611045	9		
	Poll		270777	0.046	270752	25	99.991	0.009	3011	3		
	Postal Ballot (Not applicable)		0	0.000	0	0	0.000	0.000	0			
Total				2935527276	1981576856	67.50	1981516857	59999	99.99697	0.00303	148939724	99





B CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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 02nd August 2019

To

The Chairman,

of the Annual General Meeting of Ashok Leyland Limited, held on 31st July, 2019 at "Kamaraj Memorial Hall", 498-500, Anna Salai, Teynampet, Chennai - 600006 at 2.45 p.m.

Subject: Voting at Annual General Meeting - Ordinary and 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, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

We, **B Chandra & Associates**, Practising Company Secretaries, having office at AG3, Ragamaliika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the letter dated 24th May 2019, for the purpose of remote e- voting and through ballot, at the Annual General Meeting ("AGM") of Ashok Leyland Limited held on 31st July 2019 at "Kamaraj Memorial Hall", 498-500, Anna Salai, Teynampet, Chennai - 600006 ("Venue") at 2.45 p.m. on the below mentioned resolutions, hereby submit our report as under:

B Chandra & Associates



AG 3, RAGAMALIKA,
No.26, Kumaran Colony Main Road,
Vadapalani,
Chennai - 600026.

E-mail : bchandraandassociates@gmail.com
bchandracoasecy@gmail.com
H/P : 9840276313, 9840375053
Phone : 044-23620157

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 courier on the 05 th July 2019 and simultaneously, the Notice convening the AGM 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 8 th July, 2019 and a vernacular newspaper "Dinamani" on the same date.
c.	The remote e-voting period commenced on 27 th July, 2019 at 09:00 A.M. IST and ended on 30 th July, 2019 at 05:00 P.M. IST
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 30 th July 2019 at 05:00 P.M IST, the NSDL portal was blocked for voting.
e.	The List of shareholders who cast their votes through remote e-voting were unblocked in the presence of two witnesses on July 31, 2019.
f.	The Corporate members who had participated in the remote e-voting and had provided the scanned copy of the resolutions passed at their Board and Power of Attorney for authorization to exercise their votes through e-voting have been taken into account.

At the AGM 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 by the Ministry of Corporate Affairs.

The polling papers in **Form MGT-12** as per the Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the two ballot boxes kept at convenient locations in the Venue.

1. At the time fixed for closing of the poll by the Chairman both the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

B. V. S. S. S.



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 AGM of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	1. To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019.	Ordinary
2	To declare a dividend for the year ended March 31, 2019.	Ordinary
3	To appoint a Director in the place of Mr. Dheeraj G Hinduja (DIN : 00133410), non-executive Chairman who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
4	To re-appoint Dr. Andreas H. Biagosch as an Independent Director of the Company for the second term.	Special
5	To re-appoint Mr. Jean Brunol as an Independent Director of the Company for the second term.	Special
6	To re-appoint Mr. Sanjay K. Asher as an Independent Director of the Company for the second term.	Special
7	To appoint Mr. Gopal Mahadevan as a Director and Whole-time Director of the Company designated as "Whole-time Director and Chief Financial Officer" of the Company.	Ordinary
8	To ratify the Cost Auditors' remuneration for the financial year 2018-19.	Ordinary

B. Chandrasekhar



On the conclusion of the AGM, 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 AGM were duly considered after ignoring duplicates votes cast, if any, pursuant to the extant rules.

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 as well as those who had voted through electronic means 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 members whose votes were valid	Number of members whose votes were invalid
	ASSENT	DISSENT		
1	2110	38	2148	99
2	2112	42	2154	99
3	1961	172	2133	99
4	1776	349	2125	96
5	1770	355	2125	96
6	1780	348	2128	96
7	1862	270	2132	96
8	1994	139	2133	99

B. U. Chandrasekhar



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 with requisite majority /Not Passed
1	1979515530	11401	1979526931	99.9994	0.0006	Passed with requisite majority
2	1981584036	10115	1981594151	99.9995	0.0005	Passed with requisite majority
3	1970271148	11310512	1981581660	99.4292	0.5708	Passed with requisite majority
4	1734651074	196548734	1931199808	89.8225	10.1775	Passed with requisite majority
5	1726039742	205160598	1931200340	89.3765	10.6235	Passed with requisite majority
6	1712111218	219078283	1931189501	88.6558	11.3442	Passed with requisite majority
7	1732522161	198678894	1931201055	89.7122	10.29878	Passed with requisite majority
8	1981516857	59999	1981576856	99.9970	0.0030	Passed with requisite majority

Since the requisite no. of votes cast in favour exceeded the no. of votes cast against in respect of resolutions in S No 1 to 3, and 7 to 8 and in respect of resolutions in S No 4-6, no. of votes cast in favour exceeded three times of the no. of votes cast against, I hereby report that the above resolutions were passed with requisite majority.

- The poll papers and all other relevant records were sealed and handed over to the Company Secretary/~~Director~~ authorized by the Board for safe keeping.
- 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

B CHANDRA

PARTNER

Company Secretary in Practice
CP No 7859