

July 22, 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

Through : NEAPS

Through: BSE Listing Centre

Dear Sirs,

Subject: Details of voting Results of the 68th Annual General Meeting of the Company held on July 21, 2017

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 68th Annual General Meeting (AGM) of the Members of the Company held on Friday, July 21, 2017, 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

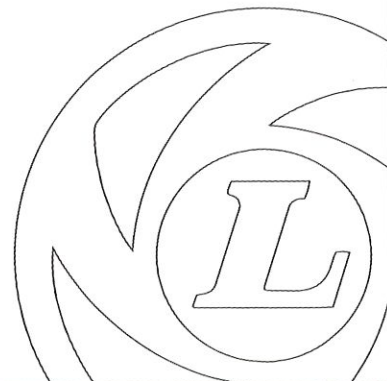


N Ramanathan
Company Secretary

Encl : a/a

ASHOK LEYLAND LIMITED

Registered Office: No.1, Sardar Patel Road, Guindy, Chennai 600 032, India.
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CIN: L34101TN1948PLC000105, www.ashokleyland.com





Agenda-wise disclosure (to be disclosed separately for each agenda item)									
Resolution required: (Ordinary/ Special) Resolution No. 4									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Promoter and Promoter Group									
Ordinary									
	1501147440	1501147440	100.00	1501147440	0	100.00	0	100.00	0.00
			0.00	0	0	0.00	0	0.00	0.00
			0.00	0	0	0.00	0	0.00	0.00
Public-Institutions	951804328	397830518	41.80	397567527	262991	99.93	0	99.93	0.07
			0.00	0	0	0.00	0	0.00	0.00
			0.00	0	0	0.00	0	0.00	0.00
Public Non-institutions	473583158	57493922	12.14	57446498	47424	99.92	0	99.92	0.08
		52338	0.00	50653	1685	96.78	0	96.78	3.22
			0.00	0	0	0.00	0	0.00	0.00
Total	2926534926	1956524218	66.85	1956212118	312100	99.98	0	99.98	0.02
Ordinary									
Appointment of Mr. Jose Maria Alapont as an Independent Director.									
Resolution required: (Ordinary/ Special) Resolution No. 5									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Promoter and Promoter Group	1501147440	1501147440	100.00	1501147440	0	100.00	0	100.00	0.00
			0.00	0	0	0.00	0	0.00	0.00
			0.00	0	0	0.00	0	0.00	0.00
Public-Institutions	951804328	382904047	40.23	382890120	13927	100.00	0	100.00	0.00
			0.00	0	0	0.00	0	0.00	0.00
			0.00	0	0	0.00	0	0.00	0.00
Public Non-institutions	473583158	57472759	12.14	57428988	43771	99.92	0	99.92	0.08
		52438	0.00	50863	1575	97.00	0	97.00	3.00
			0.00	0	0	0.00	0	0.00	0.00
Total	2926534926	1941576684	66.34	194157411	59273	99.99	0	99.99	0.01
Ordinary									
Ratification of Cost Auditors' Remuneration for the financial year 2016-17.									
Resolution required: (Ordinary/ Special) Resolution No. 6									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Promoter and Promoter Group	1501147440	1501147440	100.00	1501147440	0	100.00	0	100.00	0.00
			0.00	0	0	0.00	0	0.00	0.00
			0.00	0	0	0.00	0	0.00	0.00
Public-Institutions	951804328	397830518	41.80	397830518	0	100.00	0	100.00	0.00
			0.00	0	0	0.00	0	0.00	0.00
			0.00	0	0	0.00	0	0.00	0.00
Public Non-institutions	473583158	57472108	12.14	57480071	42037	99.93	0	99.93	0.07
		53538	0.00	52853	685	98.72	0	98.72	1.28
			0.00	0	0	0.00	0	0.00	0.00
Total	2926534926	1956503604	66.85	1956460882	42722	100.00	0	100.00	0.00
Special									
Adoption of new Articles of Association of the Company in conformity with the Companies Act, 2013.									
Resolution required: (Ordinary/ Special) Resolution No. 7									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Promoter and Promoter Group	1501147440	1501147440	100.00	1501147440	0	100.00	0	100.00	0.00
			0.00	0	0	0.00	0	0.00	0.00
			0.00	0	0	0.00	0	0.00	0.00
Public-Institutions	951804328	387862861	40.75	385652391	2210470	99.43	0	99.43	0.57
			0.00	0	0	0.00	0	0.00	0.00
			0.00	0	0	0.00	0	0.00	0.00
Public Non-institutions	473583158	54949491	11.60	54938248	11243	99.98	0	99.98	0.02
		53538	0.00	52853	685	98.72	0	98.72	1.28
			0.00	0	0	0.00	0	0.00	0.00
Total	2926534926	1944013330	66.43	1941790932	2222398	99.99	0	99.99	0.01



Name of the Company	Ashok Leyland Limited
Date of the AGM	Friday, July 21, 2017
Total number of shareholders on record date	491646
No. of shareholders present in the meeting either in person or through proxy:	6907
Promoters and Promoter Group:	3
Public:	6904
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)

To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017, 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, 2017 together with the Report of Auditors thereon.

Resolution required: (Ordinary/ Special) Resolution No. 1

Whether promoter/ promoter group are interested in the agenda/resolution?

Ordinary

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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1501147440	1501147440	100.00	1501147440	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	951804328	397144098	41.73	397144098	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 Non-institutions	E-voting	473583158	57496966	12.14	57496235	731	100.00	0.00
	Poll		53538	0.00	52648	890	98.34	1.66
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
Total		2926534926	1955842042	66.83	1955840421	1621	100.00	0.00

To declare a dividend for the year ended March 31, 2017.

Resolution required: (Ordinary/ Special) Resolution No. 2

Whether promoter/ promoter group are interested in the agenda/resolution?

Ordinary

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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1501147440	1501147440	100.00	1501147440	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	951804328	397830518	41.80	397830518	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 Non-institutions	E-voting	473583158	57499780	12.14	57486037	13743	99.98	0.02
	Poll		52438	0.00	51548	890	98.30	1.70
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
Total		2926534926	1956530176	66.85	1956515543	14633	99.99	0.01

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

Whether promoter/ promoter group are interested in the agenda/resolution?

Ordinary

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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1501147440	1501147440	100.00	1501147440	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	951804328	397801846	41.79	376730413	21071433	94.70	5.30
	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	473583158	57492761	12.14	54924230	2568531	95.53	4.47
	Poll		52338	0.00	52338	0	100.00	0.00
	Postal Ballot (Not applicable)		0	0.00	0	0	0.00	0.00
Total		2926534926	1956494385	66.85	1932854421	23639964	98.79	1.21

To appoint Messers Price Waterhouse & Co Chartered Accountants LLP as the Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting

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 22nd July 2017

To

The Chairman,

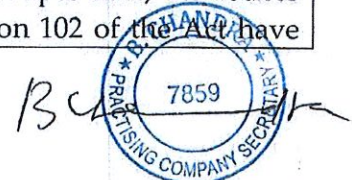
of the Annual General Meeting of M/s. ASHOK LEYLAND LIMITED, held on 21st July, 2017 at "The Music Academy, Madras", New No.168(Old No.306), TTK Road, Royapettah, Chennai-600 014 at 2.45 p.m.

Subject: Voting at Annual General Meeting - 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, 2013 read 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 AG3, Ragamalika, No 26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the letter dated 27/06/2017, for the purpose of remote e- voting and through ballot, at the Annual General Meeting of M/s. ASHOK LEYLAND LIMITED held on 21st July, 2017 at "The Music Academy, Madras", New No.168(Old No.306), TTK Road, Royapettah, Chennai-600 014 at 2.45 p.m. on 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 27 th June 2017 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 29 th June, 2017 and a vernacular newspaper " Dhinamani" on the same date.
c.	The remote e-voting period commenced on 17 th July, 2017 at 09:00 A.M. and ended on 20 th July, 2017 at 05:00 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 20 th July, 2017 at 05:00 P.M, 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 21, 2017.
f.	The Corporate members who had participated in the remote e-voting and had provided the scanned copy of the resolution passed at their Board Power of Attorney for authorization to exercise their votes through e-voting have been taken into account.

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, 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.
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 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, 2017, 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, 2017 together with the Report of Auditors thereon.	Ordinary
2	To declare a dividend for the year ended March 31, 2017.	Ordinary
3	To appoint a Director in the place of Mr. Dheeraj G Hinduja (DIN : 00133410) who retires by rotation and being eligible, offers himself for reappointment.	Ordinary
4	To appoint Messers Price Waterhouse, Chartered Accountants LLP as Statutory Auditor to hold office from the conclusion of this Annual General Meeting until the conclusion of the 73rd Annual General Meeting, subject to ratification of the appointment at every Annual General Meeting.	Ordinary
5	To appoint Mr. Jose Maria Alapont (DIN - 07712699) as an Independent Director	Ordinary
6	To ratify remuneration of Cost Auditors' for the financial year 2016-17	Ordinary
7	To adopt new Articles of Association of the company in conformity with the companies Act, 2013	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.



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	1463	7	1955842042	140
2	1466	12	1956530176	141
3	1393	71	1956494385	142
4	1399	65	1956524218	142
5	1369	79	1941576684	141
6	1389	67	1956503604	140
7	1418	33	1944013330	133

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	1955840421	1621	1955842042	99.9999	0.0001	Passed
2	1956515543	14633	1956530176	99.9993	0.0007	Passed
3	1932854421	23639964	1956494385	98.7917	1.2083	Passed
4	1956212118	312100	1956524218	99.9840	0.0160	Passed
5	1941517411	59273	1941576684	99.9969	0.0031	Passed
6	1956460882	42722	1956503604	99.9978	0.0022	Passed
7	1941790932	2222398	1944013330	99.8857	0.1143	Passed



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 6 and the no of votes cast in favour were not less than three times the votes cast against in respect of resolution in S No 7, I hereby report that the above resolutions were passed with requisite majority.

4. 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.
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,

FOR ASHOK LEYLAND LIMITED


N. RAMANATHAN
Company Secretary

Date 22/7/2017

Encl: Polling Papers 77 in number.



Yours faithfully,


B CHANDRA

Company Secretary in Practice

CP No 7859