



ASHOK LEYLAND

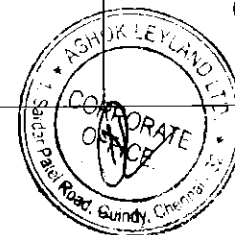
CORPORATE GOVERNANCE REPORT

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Ashok Leyland Limited

2. Quarter ended : JUNE 30, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure* (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	DHEERAJ GOPICHAND HINDUJA	PAN : ABKPH6165Q DIN : 00133410	C-NE	26/07/2014	-	2	0	0
Mr.	SESHASAYEE RAMASWAMI	PAN : AABPS1498R DIN : 00047985	NE	16/07/2013	-	3	2	0
Mr.	ANDREAS HUBERTUS BIAGOSCH	PAN : FOREIGN NATIONAL DIN : 06570499	I-NE	26/07/2014	60	1	0	0
Mr.	ANDREW CHARLES PALMER	PAN : FOREIGN NATIONAL DIN : 02155231	I-NE	04/11/2015 (Additional Director)	60	1	0	0

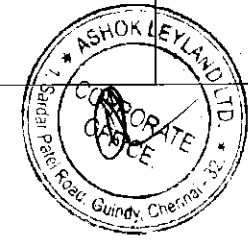




ASHOK LEYLAND

105

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure* (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	BALAJI RAO JAGANNATHR AO DOVETON	PAN : AADPD2835K DIN : 00025254	I-NE	26/07/2014	60	7	7	3
Mr.	ABIN KUMAR DAS	PAN : AADPD3096L DIN : 00122913	NE	24/07/2012	-	1	0	0
Ms.	MANISHA GIROTRA	PAN : AAEPG5908M DIN : 00774574	I-NE	29/06/2015	60	2	0	0
Mr.	JEAN BRUNOL	PAN : Foreign National DIN : 03044965	I-NE	26/07/2014	60	1	1	0
Mr.	SANJAY KHATAU ASHER	PAN : ADQPA0146C DIN : 00008221	I-NE	26/07/2014	60	7	10	4





ASHOK LEYLAND

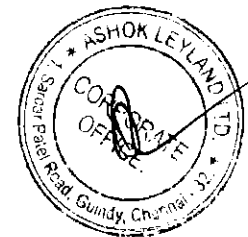
106

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure* (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	SHARDUL SURESH SHROFF	PAN : AAEPS4236L DIN : 00009379	I-NE	26/07/2014	60	2	1	0
Mr.	VINOD KUMAR DASARI	PAN : AGLPD2543G DIN : 00345657	E (CEO & MD)	01/04/2016	-	2	1	0
Mr.	SUDHINDAR KRISHAN KHANNA	PAN : AARPK1528J DIN : 01529178	I-NE	29/06/2015	60	3	2	0

§ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.





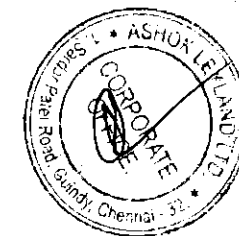
ASHOK LEYLAND

107

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
1. Audit Committee	Mr. SANJAY KHATAU ASHER	C-I-NE
	Mr. BALAJI RAO JAGANNATHRAO DOVETON	I-NE
	Mr. JEAN BRUNOL	I-NE
	Mr. SUDHINDAR KRISHAN KHANNA	I-NE
2. Nomination & Remuneration Committee	Mr. BALAJI RAO JAGANNATHRAO DOVETON	C-I-NE
	Mr. DHEERAJ GOPICHAND HINDUJA	NE
	Mr. ABIN KUMAR DAS	NE
	Ms. MANISHA GIOTRA	I-NE
3. Risk Management Committee'	Mr. SESHASAYEE RAMASWAMI	C-NE
	Mr. BALAJI RAO JAGANNATHRAO DOVETON	I-NE
	Mr. ANDREAS HUBERTUS BIAGOSCH	I-NE
4. Stakeholders Relationship Committee'	Mr. SANJAY KHATAU ASHER	C-I-NE
	Mr. BALAJI RAO JAGANNATHRAO DOVETON	I-NE
	Mr. SESHASAYEE RAMASWAMI	NE

§ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen





ASHOK LEYLAND

108

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
11-02-2016		
-	25-05-2016	103

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee 24-05-2016	Yes - 3 out of 4 members present.	11-02-2016	102
Nomination and Remuneration Committee 24-05-2016	Yes – all the members were present	10-02-2016	103
Stakeholders Relationship Committee 24-05-2016	Yes - 2 out of 3 members present.	11-02-2016	102

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional





ASHOK LEYLAND

109

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES
Note	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee	
b. Nomination & Remuneration Committee	
c. Stakeholders Relationship Committee	
d. Risk Management Committee - Not Applicable - (applicable to the top 100 listed entities)	
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
5. This report and / or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here :	
Name & Designation	FOR ASHOK LEYLAND LIMITED
N Ramanathan Company Secretary / Compliance Officer / Managing Director / CEO	


N. RAMANATHAN
Company Secretary