

DCS/AMAL/BS/24(r)/365/2013-14

January 23, 2014

The Company Secretary
Ashok Leyland Limited
No.1 Sardar Patel Road,
Guindy, Chennai 600 032.

Dear Sir / Madam,

Sub: Observation letter regarding the Scheme of Amalgamation between Ashok Leyland Limited and Ashley Services Limited.

We are in receipt of draft Scheme of Amalgamation of Ashok Leyland Limited involving merger of Ashley Services Limited with the company.

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No.CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI has vide its letter dated January 22, 2014 given the following comment(s) on the draft scheme of arrangement:

a) *The company shall duly comply with various provisions of the aforesaid SEBI circular.*

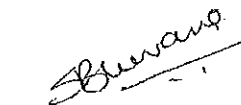
Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon'ble High Court.

The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Yours faithfully,


Jayesh Ashtekar
Manager


Bhuvana Sriram
Deputy Manager



NATIONAL STOCK EXCHANGE
OF INDIA LIMITED

NIFTY 50
Stock of the nation

Ref: NSE/LIST/228217-D

January 22, 2014

The Company Secretary
Ashok Leyland Limited
No. 1, Sardar Patel Road
Guindy
Chennai - 600032

Kind Attn.: Mr. Mr. N. Ramanathan

Dear Sir,

Sub.: Observation letter for draft Scheme of Amalgamation of Ashley Services Limited with Ashok Leyland Limited and their respective shareholders.

We are in receipt of the draft Scheme of Amalgamation Ashley Services Limited with Ashok Leyland Limited and their respective shareholders.

We have perused the draft Scheme of Amalgamation and the related documents /details submitted by Ashok Leyland Limited including the confirmation of the Company Secretary that the scheme so submitted does not in any way violate, over-ride or circumscribe the provisions of Securities Laws or the Stock Exchange requirements.

Pursuant to SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, SEBI vide its letter dated January 22, 2014, has given following comments on the draft scheme of amalgamation:

"The company shall duly comply with various provisions of the Circulars."

Accordingly, we do hereby convey our 'no-objection' with limited reference to those matters having a bearing on listing / delisting / continuous listing requirements within the provisions of the Listing Agreement, so as to enable the Company to file the scheme with the Hon'ble High Court.

However, the Exchange reserves its right to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

The validity of the "Observation Letter" shall be six months from January 22, 2014, within which the scheme shall be submitted to the Hon'ble High Court. Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme

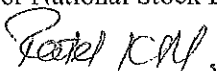


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- d. Status of compliance with the Observation Letter/s of the stock exchanges
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure II of this Circular.

Yours faithfully,
For National Stock Exchange of India Limited



Kamlesh Patel
Manager

Ms

P.S. Checklist of all the further issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

MADRAS STOCK EXCHANGE LTD.

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New No. 30, Second Line Beach,
Chennai - 600 001.

MSE/LD/PSK/738/397/13
19th December 2013

The Company Secretary,
Ashok Leyland Limited,
No.1 Sardar Patel Road,
Guindy,
Chennai- 600 032.

Dear Sir,

Sub: Scheme of Amalgamation of Ashley Services Limited with your company

Please refer to your letter dated 28th November 2013 along with the enclosures, seeking our approval under clause-24(f) of the Listing Agreement for the scheme of amalgamation of Ashley Services Limited (100% wholly owned subsidiary) with your company in terms of Sections 391 to 394 read with Sections 100 to 104 of the Companies Act, 1956.

We have noted the confirmation given by the company that the scheme of amalgamation does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Companies Act, 1956, the Depositories Act, 1996, the Rules, Regulations and Guidelines made under these Acts, and the provisions as explained in clause-24(g) of the Listing Agreement or the requirements of the stock exchange.


We have also noted that the scheme of amalgamation does not involve any increase or decrease in the share capital of your company.

Accordingly, we hereby convey our 'no-objection' with limited reference to those matters having a bearing on listing/delisting/continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the Scheme with the Hon'ble High Court.

The Exchange reserves its right to withdraw its no-objection / approval at any later stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities, etc.

Thanking you,

Yours faithfully,


P. SAMPATHKUMAR
ASST. GENERAL MANAGER