

August 14, 2020

Asst. Vice President, Listing Deptt.,
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E),
MUMBAI - 400 051
Scrip Code: HEROMOTOCO

The Secretary,
BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001
Scrip Code: 500182

Sub: Voting Results and Consolidated Scrutinizer's Report

Dear Sir,

We wish to inform that the 37th annual general meeting of the Company was held on August 12, 2020. In this regard, please find attached herewith the following:

1. Voting Results of the annual general meeting in compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Consolidated Scrutinizer's Report in compliance with Rule 20 of Companies (Management and Administration) Rules, 2014.

This is for your information and further dissemination.

Thanking you,

For Hero MotoCorp Ltd.

A handwritten signature in blue ink, appearing to be 'Neerja Sharma', written over a light blue circular stamp.

(Neerja Sharma)
Company Secretary & Chief Compliance Officer

Encl.: As above

Voting Results of AGM

Details of e-voting at AGM and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Date of the AGM	12-08-2020
Total number of shareholders on record date	179,535
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	N.A
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoters Group: Public:	23 120

1. Ordinary Resolution: To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Directors' and Auditors' thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2020.

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
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote e-voting	69,442,081	52,135,821	75.0781	52,135,821	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		52,135,821	75.0781	52,135,821	0	100.0000	0.0000
Public-Institutions	Remote e-voting	108,813,031	87,739,162	80.6330	87,739,162	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		87,739,162	80.6330	87,739,162	0	100.0000	0.0000
Public-Non Institutions	Remote e-voting	21,485,930	2,850,054	13.2647	2,848,820	1,234	99.9567	0.0433
	E-voting at AGM		19786	0.0921	19786	0	100.0000	0.0000
	Total		2,869,840	13.3568	2,868,606	1,234	99.9570	0.0430
Total		199,741,042	142,744,823	71.4649	142,743,589	1,234	99.9991	0.0009



2. Ordinary Resolution: To confirm payment of Interim dividend of Rs. 65/- per equity share and to declare a final dividend of Rs. 25/- per equity share for the financial year 2019-20.

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
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote e-voting	69,442,081	52,135,821	75.0781	52,135,821	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		52,135,821	75.0781	52,135,821	0	100.0000	0.0000
Public-Institutions	Remote e-voting	108,813,031	92,238,015	84.7674	92,238,015	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		92,238,015	84.7674	92,238,015	0	100.0000	0.0000
Public-Non Institutions	Remote e-voting	21,485,930	2,850,220	13.2655	2,849,767	453	99.9841	0.0159
	E-voting at AGM		19786	0.0921	19786	0	100.0000	0.0000
	Total		2,870,006	13.3576	2,869,553	453	99.9842	0.0158
Total		199,741,042	147,243,842	73.7174	147,243,389	453	99.9997	0.0003

3.Ordinary Resolution: Re-appointment of Mr. Suman Kant Munjal (DIN: 00002803) who retires by rotation and being eligible, offers himself for re-appointment.

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
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote e-voting	69,442,081	52,135,821	75.0781	52,135,821	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		52,135,821	75.0781	52,135,821	0	100.0000	0.0000
Public-Institutions	Remote e-voting	108,813,031	88,862,921	81.6657	59,886,783	28,976,138	67.3923	32.6077
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		88,862,921	81.6657	59,886,783	28,976,138	67.3923	32.6077
Public-Non Institutions	Remote e-voting	21,485,930	2,848,972	13.2597	2,847,438	1,534	99.9462	0.0538
	E-voting at AGM		19786	0.0921	19786	0	100.0000	0.0000
	Total		2,868,758	13.3518	2,867,224	1,534	99.9465	0.0535
Total		199,741,042	143,867,500	72.0270	114,889,828	28,977,672	79.8581	20.1419



4. Ordinary Resolution: Ratification of remuneration of the Cost Auditors for financial year 2020-2021.

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
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote e-voting	69,442,081	52,135,821	75.0781	52,135,821	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		52,135,821	75.0781	52,135,821	0	100.0000	0.0000
Public-Institutions	Remote e-voting	108,813,031	92,237,015	84.7665	92,237,015	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		92,237,015	84.7665	92,237,015	0	100.0000	0.0000
Public-Non Institutions	Remote e-voting	21,485,930	2,848,931	13.2595	2,847,300	1,631	99.9428	0.0572
	E-voting at AGM		19786	0.0921	19786	0	100.0000	0.0000
	Total		2,868,717	13.3516	2,867,086	1,631	99.9431	0.0569
Total		199,741,042	147,241,553	73.7162	147,239,922	1,631	99.9989	0.0011

5. Ordinary Resolution: Appointment of Ms. Tina Trikha (DIN: 02778940) as an Independent Director of the Company.

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
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote e-voting	69,442,081	52,135,821	75.0781	52,135,821	0	100.0000	0.0000
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		52,135,821	75.0781	52,135,821	0	100.0000	0.0000
Public-Institutions	Remote e-voting	108,813,031	89,664,303	82.4022	88,532,925	1,131,378	98.7382	1.2618
	E-voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		89,664,303	82.4022	88,532,925	1,131,378	98.7382	1.2618
Public-Non Institutions	Remote e-voting	21,485,930	2,848,331	13.2567	2,846,217	2,114	99.9258	0.0742
	E-voting at AGM		19786	0.0921	19786	0	100.0000	0.0000
	Total		2,868,117	13.3488	2,866,003	2,114	99.9263	0.0737
Total		199,741,042	144,668,241	72.4279	143,534,749	1,133,492	99.2165	0.7835



SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and June 15, 2020 respectively & SEBI Circular dated May 12, 2020]

To,

The Chairman

HERO MOTOCORP LIMITED

(CIN: L35911DL1984PLC017354)

The Grand Plaza, Plot No. 2,

Nelson Mandela Road, Vasant Kunj

Phase – II, New Delhi-110070

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. remote e-voting and e-voting at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020, 17/2020, 20/2020 & 22/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and June 15, 2020 respectively and SEBI Circular dated May 12, 2020 (MCA & SEBI Circulars) on the resolution(s) mentioned in Notice dated June 09, 2020 ('Notice') for 37th AGM of the Company held on August 12, 2020 at 04:30 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).



I submit my report as under:-

1. The remote e-voting period commenced on Saturday, August 08, 2020 at 09:00 a.m. and ended on Tuesday, August 11, 2020 at 05:00 p.m. via e-voting platform on the designated website of National Securities Depositories Limited, Authorized Agency to provide e-voting facility viz.: <https://www.evoting.nsdl.com>. The Company had also provided e-voting facility to the Members who participated through VC/OAVM to enable those Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
2. The Members of the Company as on the "Cut-off Date" i.e. Wednesday, August 05, 2020 were entitled to avail the facility of remote e-voting as well as e- voting at the AGM on the proposed resolution(s) as set out in the Notice.
3. The total paid up Equity Share Capital of the Company as on August 05, 2020 was Rs.39,94,82,084/-(Rupees Thirty-Nine Crore Ninety-Four Lakh Eighty-Two Thousand and Eighty-Four only) divided into 19,97,41,042 (Nineteen Crore Ninety-Seven Lakh Forty-One Thousand and Forty-Two) equity shares of Rs. 2/- (Rupees Two) each.
4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof including MCA Circulars in respect of the resolutions contained in the Notice of AGM and providing proper facility for AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' the resolutions stated in the AGM Notice.
6. After completion of e-voting at the AGM, the data of e-voting at AGM was diligently scrutinized. Thereafter, data of e-voting at AGM were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
7. Thereafter, the votes cast through remote e-voting were unblocked after completion of e-voting at the AGM in the presence of two witnesses, Rishab Kansal and Komal Sharma



who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:




8. The shareholders exercised their voting either by remote e-voting or e- voting at AGM. There was no shareholder who opted for both the facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they actually voted were considered.
9. The consolidated summary of results of e-voting at AGM and remote e-voting are as under:

Resolution No. 1- To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Directors' and Auditors' thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2020.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	19,786	14,27,23,803	14,27,43,589	99.9991
Dissent	0	1,234	1,234	0.0009
Total	19,786	14,27,25,037	14,27,44,823	100

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-A**.



Resolution No. 2- To confirm payment of Interim dividend of Rs. 65/- per equity share and to declare a final dividend of Rs. 25/- per equity share for the financial year 2019-20.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	19,786	14,72,23,603	14,72,43,389	99.9997
Dissent	0	453	453	0.0003
Total	19,786	14,72,24,056	14,72,43,842	100

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure-B**.

Resolution No. 3- Re-appointment of Mr. Suman Kant Munjal (DIN: 00002803) who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	19,786	11,48,70,042	11,48,89,828	79.8581
Dissent	0	2,89,77,672	2,89,77,672	20.1419
Total	19,786	14,38,47,714	14,38,67,500	100

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of e- voting at AGM & remote e-voting are given in **Annexure-C**.



Resolution No. 4- Ratification of remuneration of Cost Auditors for financial year 2020-21.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	19,786	14,72,20,136	14,72,39,922	99.9989
Dissent	0	1,631	1,631	0.0011
Total	19,786	14,72,21,767	14,72,41,553	100

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-D**.

Resolution No. 5- Appointment of Ms. Tina Trikha (DIN: 02778940) as an Independent Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting at AGM	Remote e-Voting	Total	
Assent	19,786	14,35,14,963	14,35,34,749	99.2165
Dissent	0	11,33,492	11,33,492	0.7835
Total	19,786	14,46,48,455	14,46,68,241	100

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-E**.



10. The register and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

Thanking you,

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES



Devesh Kumar Vasisht
Partner- F8488 / CP No.: 13700
UDIN: F008488B000576418
August 13, 2020
New Delhi



Countersigned by



Chairman
Hero MotoCorp Limited
Date: August 13, 2020
Place New Delhi

Details of e-voting at AGM & remote e-voting for Resolution No.-1 are as under:

A1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	10	19,786	39,572
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	10	19,786	39,572
d) Votes with Assent	10	19,786	39,572
e) Votes with Dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	1,611	14,27,25,037	28,54,50,074
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	1,611	14,27,25,037	28,54,50,074
d) Votes with Assent	1,591	14,27,23,803	28,54,47,606
e) Votes with Dissent	20	1,234	2,468

Annexure- B

Details of e-voting at AGM & Remote e-voting for Resolution No.-2 are as under:

B1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	10	19,786	39,572
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	10	19,786	39,572
d) Votes with Assent	10	19,786	39,572
e) Votes with Dissent	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	1,627	14,72,24,056	29,44,48,112
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	1,627	14,72,24,056	29,44,48,112
d) Votes with Assent	1,604	14,72,23,603	29,44,47,206
e) Votes with Dissent	23	453	906



Annexure- C

Details of e-voting at AGM & remote e-voting for Resolution No.-3 are as under:

C1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	10	19,786	39,572
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	10	19,786	39,572
d) Votes with Assent	10	19,786	39,572
e) Votes with Dissent	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	1,608	14,38,47,714	28,76,95,428
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	1,608	14,38,47,714	28,76,95,428
d) Votes with Assent	1,218	11,48,70,042	22,97,40,084
e) Votes with Dissent	390	2,89,77,672	5,79,55,344



Annexure-D

Details of e-voting at AGM & remote e-voting for Resolution No.4 are as under:

D1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	10	19,786	39,572
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	10	19,786	39,572
d) Votes with Assent	10	19,786	39,572
e) Votes with Dissent	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	1,620	14,72,21,767	29,44,43,534
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	1,620	14,72,21,767	29,44,43,534
d) Votes with Assent	1,585	14,72,20,136	29,44,40,272
e) Votes with Dissent	35	1,631	3,262



Annexure-E

Details of e- voting at AGM & remote e-voting for Resolution No.-5 are as under:

E1. E-VOTING AT AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	10	19,786	39,572
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	10	19,786	39,572
d) Votes with Assent	10	19,786	39,572
e) Votes with Dissent	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	1,603	14,46,48,455	28,92,96,910
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	1,603	14,46,48,455	28,92,96,910
d) Votes with Assent	1,557	14,35,14,963	28,70,29,926
e) Votes with Dissent	46	11,33,492	22,66,984

