

July 14, 2017

Asst. Vice President, Listing Deptt.
National Stock Exchange of India Ltd.,
Exchange Plaza, Plot C/1, G Block
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: Proceedings of AGM, Voting Results and Consolidated Scrutinizer's Report.

Dear Sir,

We wish to inform that the 34th Annual General Meeting of the company was held today, viz. July 14, 2017. Accordingly, in this regard, please find attached herewith the following:

1. Proceedings of Annual General Meeting in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Voting Results of the Annual General Meeting in compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Consolidated Scrutinizer's Report in compliance with Rule 20 of Companies (Management and Administration) Rules, 2014.
4. Annual Report for the financial year 2016-17 as required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, duly approved and adopted by the members at the AGM.

This is for your information and further dissemination.

Thanking You,

For Hero MotoCorp Ltd.

A handwritten signature in blue ink, appearing to read 'Neerja Sharma', is written over a light blue horizontal line.

(Neerja Sharma)
Company Secretary

Encl.: as above

Hero MotoCorp Ltd.

Regd. Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057, India
Tel. +91-11-26142451, 46044100, Fax +91-11-26143321, 26143198
HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN NO.: AAACH0812J

Summary of Proceedings of 34th Annual General Meeting of Hero MotoCorp Limited

The 34th Annual General Meeting (AGM) of members of the Company was held on July 14, 2017 at 10:30 a.m. at Air Force Auditorium, Subroto Park, New Delhi 110 010. Mr. Pawan Munjal, Chairman, Managing Director and CEO of the Company, took the chair, welcomed the members and started the formal proceedings. He introduced the Board members present at the meeting, viz. Mr. Vikram Sitaram Kasbekar, Mr. Suman Kant Munjal, Gen. (Retd.) V. P. Malik, Mr. Pradeep Dinodia, Mr. M. Damodaran, Ms. Shobana Kamineni, Mr. Ravi Nath and Dr. Pritam Singh. The Chairman further confirmed the presence of Statutory Auditors and Company Secretary, Ms. Neerja Sharma at the meeting.

Quorum being present, the meeting was called to order by the Chairman. The Chairman informed that the statutory registers under the Companies Act, 2013 and other documents as referred in the AGM Notice are available for inspection by the members at the meeting. It was further informed that there are no qualifications in the Auditors' report. The Notice of AGM and the Auditors' report were taken as read with the permission of members present. Further, as the copy of Chairman's speech was made available to the members, the same was also taken as read with the permission of members.

Members were then invited to ask queries/ raise their concerns (if any) which were duly responded to by the Chairman.

The business items placed before the members for approval as per the Notice of the meeting were then summarized by the Chairman. He also informed the gathering that the Company had provided an option to the members for voting through electronic mode viz. remote e-voting which remained open from July 11, 2017 to July 13, 2017. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes through poll. The following business was then transacted at the meeting by voting through poll:

Ordinary Business	
1	Adoption of audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Directors' and Auditors' thereon and consolidated financial statements of the Company for the financial year ended March 31, 2017.
2	Confirmation of payment of Interim dividend of Rs. 55/- per equity share and declaration of a final dividend of Rs. 30/- per equity share for the financial year ended March 31, 2017.

0

3	Re-appointment of Mr. Vikram Sitaram Kasbekar (DIN 00985182), Director retiring by rotation.
4.	Appointment of Statutory Auditors of the Company and to fix their remuneration.
Special Business	
5.	Ratification of remuneration of Cost Auditors for financial year 2017-18.

The Chairman further informed the members that the Board of Directors has appointed Mr. Sanjay Grover, Practising Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and voting through poll at the AGM in a fair and transparent manner.

The Chairman announced that the results of voting shall be announced within 48 hours of conclusion of meeting. He thanked the members for attending the meeting.

Thanking you,

Yours sincerely,

For Hero MotoCorp Limited



(Neerja Sharma)

Company Secretary

Voting Results of AGM	
Details of poll at AGM and 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	14.07.2017
Total number of shareholders on record date	94,642
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: 16 Public: 1112	1128
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	NA

1. Ordinary Resolution: To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Directors' and Auditors' thereon and the consolidated audited financial statements of the Company for the financial year ended March 31, 2017;

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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	E-voting	69,166,082	69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	Poll:		-	0.0000	-	0	0.0000	0.0000
	Total		69,133,582	99.9530	69,133,582	0	100.0000	0.0000
Public-Institutions	E-voting	108,528,067	92,173,035	84.9301	92,173,035	0	100.0000	0.0000
	Poll:		0	0.0000	0	0	0.0000	0.0000
	Total		92,173,035	84.9301	92,173,035	0	100.0000	0.0000
Public-Non Institutions	E-voting	22,002,689	2,562,646	11.6470	2,562,646	1	100.0000	0.0000
	Poll:		215,669	0.9802	215,668	1	99.9995	0.0005
	Total		2,778,315	12.6272	2,778,313	2	99.9999	0.0001
Total		199,696,838	164,084,932	82.1670	164,084,930	2	100.0000	0.0000



2. Ordinary Resolution: To confirm payment of interim dividend of Rs. 55/- per equity share and to declare a final dividend of Rs. 30/- per equity share for financial year 2016-17;

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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	E-voting	69,166,082	69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		69,133,582	99.9530	69,133,582	0	100.0000	0.0000
Public-Institutions	E-voting	108,528,067	92,211,877	84.9659	92,211,877	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		92,211,877	84.9659	92,211,877	0	100.0000	0.0000
Public-Non Institutions	E-voting	22,002,689	2,562,646	11.6470	2,562,641	5	99.9998	0.0002
	Poll		215,669	0.9802	215,668	1	99.9995	0.0005
	Total		2,778,315	12.6272	2,778,309	6	99.9998	0.0002
Total		199,696,838	164,123,774	82.1865	164,123,768	6	100.0000	0.0000

3. Ordinary Resolution: Re-appointment of Mr. Vikram Sitaram Kasbekar (DIN: 00985182), Director, liable to retire by rotation;

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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	E-voting	69,166,082	69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		69,133,582	99.9530	69,133,582	0	100.0000	0.0000
Public-Institutions	E-voting	108,528,067	92,211,877	84.9659	91,014,712	1,197,165	98.7017	1.2983
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		92,211,877	84.9659	91,014,712	1,197,165	98.7017	1.2983
Public-Non Institutions	E-voting	22,002,689	2,562,616	11.6468	2,562,611	5	99.9998	0.0002
	Poll		215,669	0.9802	215,668	1	99.9995	0.0005
	Total		2,778,285	12.6270	2,778,279	6	99.9998	0.0002
Total		199,696,838	164,123,744	82.1865	162,926,573	1,197,171	99.2706	0.7294



4. Ordinary Resolution: Appointment of M/s BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248 W/W-100022), Statutory Auditors of the Company for a period of five years and to fix their remuneration;

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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	E-voting	69,166,082	69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	Poll		-	0.0000	-	0	0.0000	0.0000
	Total		69,133,582	99.9530	69,133,582	0	100.0000	0.0000
Public-Institutions	E-voting	108,528,067	92,211,877	84.9659	91,163,519	1,048,358	98.8631	1.1369
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		92,211,877	84.9659	91,163,519	1,048,358	98.8631	1.1369
Public-Non Institutions	E-voting	22,002,689	2,562,646	11.6470	2,562,637	9	99.9996	0.0004
	Poll		215,669	0.9802	215,668	1	99.9995	0.0000
	Total		2,778,315	12.6272	2,778,305	10	99.9996	0.0004
Total		199,696,838	164,123,774	82.1865	163,075,406	1048368	99.3612	0.6388

5. Ordinary Resolution: Ratification of remuneration of Cost Auditors for financial year 2017-18;

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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	E-voting	69,166,082	69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		69,133,582	99.9530	69,133,582	0	100.0000	0.0000
Public-Institutions	E-voting	108,528,067	92,211,877	84.9659	92,211,877	-	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		92,211,877	84.9659	92,211,877	-	100.0000	0.0000
Public-Non Institutions	E-voting	22,002,689	2,562,646	11.6470	2,562,641	5	99.9998	0.0002
	Poll		215,669	0.9802	215,668	1	99.9995	0.0005
	Total		2,778,315	12.6272	2,778,309	6	99.9998	0.0002
Total		199,696,838	164,123,774	82.1865	164,123,768	6	100.0000	0.0000

