

RESULT OF VOTING THROUGH ELECTRONIC MEANS CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND POLL CONDUCTED FOR THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, AUGUST 5, 2014 AT 10:00 A.M

**Resolution 1: Ordinary Resolution**

Adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2014 together with the reports of the Directors' and Auditor's thereon.

Resolution No. 1	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>Voted in favour of the resolution:</b>			
E-Voting	466	13,37,65,657	99.96
Poll	50	67,98,214	99.99
Total	516	14,05,63,871	99.98
<b>Voted against the resolution:</b>			
E-Voting	1	46,979	0.04
Poll	5	5	0.00
Total	6	46,984	0.02
<b>Invalid Votes</b>			
E-Voting	5	60,235	
Poll	1	540	
Total	6	60,775	

Based on the above, the Ordinary Resolution has been passed with requisite majority.

**Resolution 2: Ordinary Resolution**

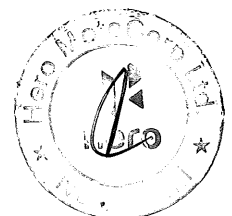
Declare Dividend of Rs.65/- per Equity Share on 199687500 Equity Shares of Rs.2/- each for the financial year ended March 31, 2014

Resolution No. 2	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>Voted in favour of the resolution:</b>			
E-Voting	470	13,38,72,751	100.00
Poll	50	67,98,214	99.99
Total	520	14,06,70,965	100.00

**Hero MotoCorp Ltd.**

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<b>Voted against the resolution:</b>			
E-Voting	0	0	0.00
Poll	4	4	0.00
Total	4	4	0.00
<b>Invalid Votes</b>			
E-Voting	1	120	
Poll	2	541	
Total	3	661	

Based on the above, the Ordinary Resolution has been passed with requisite majority.

### Resolution 3: Ordinary Resolution

Appoint a director in place of Mr. Brijmohan Lall Munjal (DIN 00004134) who retires by rotation and being eligible offers himself for re-appointment.

Resolution No. 3	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>Voted in favour of the resolution:</b>			
E-Voting	458	13,30,49,687	99.39
Poll	50	67,98,214	99.99
Total	508	13,98,47,901	99.69
<b>Voted against the resolution:</b>			
E-Voting	12	8,23,064	0.61
Poll	5	5	0.00
Total	17	8,23,069	0.31
<b>Invalid Votes</b>			
E-Voting	1	120	
Poll	1	540	
Total	2	660	

Based on the above, the Ordinary Resolution has been passed with requisite majority.

### Resolution 4: Ordinary Resolution

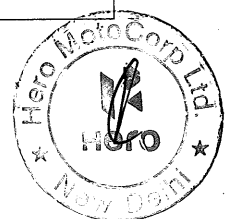
Appointment of M/s. Deloitte Haskins & Sells, (FR No. 015125N), Chartered Accountants as Statutory Auditors of the Company for 3 consecutive years from the date of the 31st Annual General Meeting for a term up to the conclusion of 34th Annual General Meeting in the calendar year 2017 and to fix their remuneration.

Resolution No. 4	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

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<b>Voted in favour of the resolution:</b>			
E-Voting	454	13,35,42,335	99.95
Poll	50	67,98,214	99.99
Total	504	14,03,40,549	99.97
<b>Voted against the resolution:</b>			
E-Voting	9	63,206	0.05
Poll	5	5	0.00
Total	14	63,211	0.03
<b>Invalid Votes</b>			
E-Voting	8	267,330	
Poll	1	540	
Total	9	267,870	

Based on the above, the Ordinary Resolution has been passed with requisite majority.

#### Resolution 5: Ordinary Resolution

Appointment of Mr. Pradeep Dinodia (DIN 00027995) as an Independent Director.

Resolution No. 5	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>Voted in favour of the resolution:</b>			
E-Voting	418	13,11,39,997	97.96
Poll	48	67,98,113	99.99
Total	466	13,79,38,110	98.98
<b>Voted against the resolution:</b>			
E-Voting	53	27,32,727	2.04
Poll	5	5	0.00
Total	58	27,32,732	1.02
<b>Invalid Votes</b>			
E-Voting	1	120	
Poll	3	641	
Total	4	761	

Based on the above, the Ordinary Resolution has been passed with requisite majority.



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**Resolution 6: Ordinary Resolution**

Appointment of Gen (Retd.) V.P. Malik (DIN 00006628) as an Independent Director.

Resolution No. 6	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>Voted in favour of the resolution:</b>			
E-Voting	421	13,13,04,337	98.08
Poll	50	67,98,214	99.99
Total	471	13,81,02,551	99.04
<b>Voted against the resolution:</b>			
E-Voting	50	25,68,387	1.92
Poll	5	5	0.00
Total	55	25,68,392	0.96
<b>Invalid Votes</b>			
E-Voting	1	120	
Poll	1	540	
Total	2	660	

Based on the above, the Ordinary Resolution has been passed with requisite majority.

**Resolution 7: Ordinary Resolution**

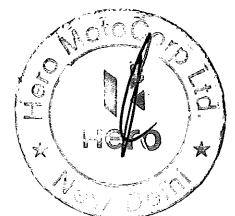
Appointment of Mr. Ravi Nath (DIN 00062186) as an Independent Director.

Resolution No. 7	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>Voted in favour of the resolution:</b>			
E-Voting	230	11,96,91,635	89.41
Poll	42	40,45,872	59.51
Total	272	12,37,37,507	74.46
<b>Voted against the resolution:</b>			
E-Voting	243	1,41,81,088	10.59
Poll	13	27,52,347	40.48
Total	256	1,69,33,435	25.54
<b>Invalid Votes</b>			
E-Voting	2	148	
Poll	1	540	
Total	3	688	

Based on the above, the Ordinary Resolution has been passed with requisite majority.

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**Resolution 8: Ordinary Resolution**

Appointment of Dr. Anand C. Burman (DIN 00056216) as an Independent Director.

Resolution No. 8	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>Voted in favour of the resolution:</b>			
E-Voting	212	11,65,14,163	87.13
Poll	32	14,02,976	20.64
<b>Total</b>	<b>244</b>	<b>11,79,17,139</b>	<b>53.88</b>
<b>Voted against the resolution:</b>			
E-Voting	258	1,72,09,256	12.87
Poll	23	53,95,243	79.36
<b>Total</b>	<b>281</b>	<b>2,26,04,499</b>	<b>46.11</b>
<b>Invalid Votes</b>			
E-Voting	3	1,49,452	
Poll	1	540	
<b>Total</b>	<b>4</b>	<b>1,49,992</b>	

Based on the above, the Ordinary Resolution has been passed with requisite majority.

**Resolution 9: Ordinary Resolution**

Appointment of Dr. Pritam Singh (DIN 00057377) as an Independent Director.

Resolution No. 9	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>Voted in favour of the resolution:</b>			
E-Voting	242	11,97,93,915	89.48
Poll	42	40,45,872	59.51
<b>Total</b>	<b>284</b>	<b>12,38,39,787</b>	<b>74.49</b>
<b>Voted against the resolution:</b>			
E-Voting	231	1,40,78,808	10.52
Poll	13	27,52,347	40.48
<b>Total</b>	<b>244</b>	<b>1,68,31,155</b>	<b>25.50</b>
<b>Invalid Votes</b>			
E-Voting	2	148	
Poll	1	540	
<b>Total</b>	<b>3</b>	<b>688</b>	

Based on the above, the Ordinary Resolution has been passed with requisite majority.

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**Resolution 10: Ordinary Resolution**

Appointment of Mr. M. Damodaran (DIN 02106990) as an Independent Director.

Resolution No. 10	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>Voted in favour of the resolution:</b>			
E-Voting	240	11,72,04,143	87.65
Poll	41	40,45,772	59.51
<b>Total</b>	<b>281</b>	<b>12,12,49,915</b>	<b>73.58</b>
<b>Voted against the resolution:</b>			
E-Voting	232	1,65,19,276	12.35
Poll	13	27,52,347	40.48
<b>Total</b>	<b>245</b>	<b>1,92,71,623</b>	<b>26.42</b>
<b>Invalid Votes</b>			
E-Voting	3	1,49,452	
Poll	2	640	
<b>Total</b>	<b>5</b>	<b>1,50,092</b>	

Based on the above, the Ordinary Resolution has been passed with requisite majority.

**Resolution 11: Special Resolution**

Modification of the terms of appointment of Mr. Brijmohan Lall Munjal, (DIN 00004134), Chairman and Whole-time Director.

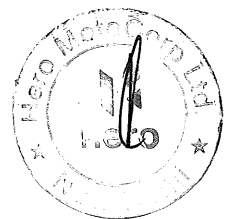
Resolution No. 11	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>Voted in favour of the resolution:</b>			
E-Voting	413	12,76,28,387	95.34
Poll	45	48,53,478	71.39
<b>Total</b>	<b>458</b>	<b>13,24,81,865</b>	<b>83.36</b>
<b>Voted against the resolution:</b>			
E-Voting	60	62,44,364	4.66
Poll	10	19,44,741	28.60
<b>Total</b>	<b>70</b>	<b>81,89,105</b>	<b>16.63</b>
<b>Invalid Votes</b>			
E-Voting	1	120	
Poll	1	540	
<b>Total</b>	<b>2</b>	<b>660</b>	

Based on the above, the Special Resolution has been passed with requisite majority.

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**Resolution 12: Special Resolution**

Modification of the terms of remuneration by way of commission to Non Executive and Independent Directors.

Resolution No. 12	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>Voted in favour of the resolution:</b>			
E-Voting	466	13,38,16,752	99.96
Poll	50	67,98,214	99.99
<b>Total</b>	<b>516</b>	<b>14,06,14,966</b>	<b>99.98</b>
<b>Voted against the resolution:</b>			
E-Voting	4	55,999	0.04
Poll	5	5	0.00
<b>Total</b>	<b>9</b>	<b>56,004</b>	<b>0.02</b>
<b>Invalid Votes</b>			
E-Voting	1	120	
Poll	1	540	
<b>Total</b>	<b>2</b>	<b>660</b>	

Based on the above, the Special Resolution has been passed with requisite majority.



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**Resolution 13: Ordinary Resolution**

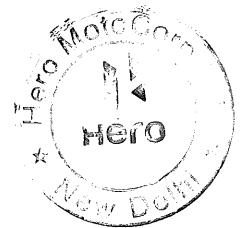
Approve remuneration of the Cost Auditors for the FY ending March 31, 2015.

Resolution No. 13	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
<b>Voted in favour of the resolution:</b>			
E-Voting	469	13,38,72,723	100.00
Poll	50	67,98,214	99.99
<b>Total</b>	<b>519</b>	<b>14,06,70,937</b>	<b>100.00</b>
<b>Voted against the resolution:</b>			
E-Voting	1	28	0.00
Poll	5	5	0.00
<b>Total</b>	<b>6</b>	<b>33</b>	<b>0.00</b>
<b>Invalid Votes</b>			
E-Voting	1	120	
Poll	1	540	
<b>Total</b>	<b>2</b>	<b>660</b>	

Based on the above, the Ordinary Resolution has been passed with requisite majority.

For Hero MotoCorp Ltd.

  
**Ilam C. Kamboj**  
 Asso. V.P. Legal & Company Secretary  
 FCS: 2764



Place: New Delhi

Date: Wednesday, August 6, 2014