



Hero MotoCorp Ltd.

Regd. office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 57

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Notice for declaration of Results of Postal Ballot

Pursuant to Section 192A of Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules 2011, the consent of the Shareholders was required to be obtained for approving the ESOP as per the provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 & the provisions of Section 81(1A) of the Companies Act, 1956.

A Notice containing the Special Resolution together with Explanatory Statement stating the material facts and reasons was sent/mailed to all the Shareholders of the Company as on July 6, 2012. The Company had appointed Shri Ved Prakash Kapoor, FCS No. 1695, CP No. 1645 Practising Company Secretary as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner. After completion of the scrutiny of the Postal Ballot forms & e-votes, the Scrutinizer has submitted his Report. The Chairman of the Company declared the following results of the Postal Ballot on Thursday, August 16, 2012 at 04:30 P.M. at the Registered Office of the Company:

Particulars	Promoter and Promoter Group		Public Institutional Holders		Public Others		Total	
	No. of Postal Ballot forms	No. of shares	No. of Postal Ballot forms	No. of shares	No. of Postal Ballot forms	No. of shares	No. of Postal Ballot forms	No. of shares
Total number of Postal Ballot Forms received	17	104259490	347	55218813	1049	318351	1413	159796654
Less: Invalid Postal Ballot forms	0	0	6	625013	6	161	12	625174
Valid Postal Ballot Forms	17	104259490	341	54593800	1043	318190	1401	159171480
Postal Ballot forms with Assent to the Resolution	17	104258990	162	29514501	950	282096	1129	134055587
Postal Ballot forms with Dissent to the Resolution	0	0	184	24813108	99	34543	283	24847651

In some Postal Ballots, the members have cast their shares partly "For" and partly "Against" the resolution.

The Special Resolution contained in the Postal Ballot Notice dated July 3, 2012 was duly passed with requisite majority.

for **Hero MotoCorp Ltd.**
Sd/-

Place: New Delhi
Date: August 16, 2012

ILAM C. KAMBOJ
Sr. GM-Legal & Company Secretary