

Result of Remote e-voting including ballot process at the venue of the 32nd Annual General Meeting conducted pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 held on Monday, August 31, 2015 at 11:00 A.M.

Resolution No. 1: Ordinary Resolution

Adoption of Audited Financial Statements (including Consolidated Financial Statements) for the Financial Year ended March 31, 2015, and the reports of the Directors' and Auditors' 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
Voted in favour of the Resolution			
Poll at AGM	40	303067	100.00
Remote E-voting	672	161177511	100.00
Total	712	161480578	100.00
Voted against the Resolution			
Poll at AGM	NIL	NIL	NIL
Remote E-voting	1	1	NIL
Total	1	1	NIL
Invalid Votes			
Poll at AGM	NIL	NIL	
Remote E-voting	19	610935	
Total	19	610935	

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



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

Resolution No. 2: Ordinary Resolution

Confirmation of Interim Dividend and Declaration of Final Dividend on Equity Shares.

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
Voted in favour of the Resolution			
Poll at AGM	40	303067	100.00
Remote E-voting	678	161280676	100.00
Total	718	161583743	100.00
Voted against the Resolution			
Poll at AGM	NIL	NIL	NIL
Remote E-voting	1	1	NIL
Total	1	1	NIL
Invalid Votes			
Poll at AGM	NIL	NIL	
Remote E-voting	13	554749	
Total	13	554749	

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

Resolution No. 3: Ordinary Resolution

Re-appointment of Mr. Suman Kant Munjal (DIN 00002803), liable to retire by rotation.

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
Voted in favour of the Resolution			
Poll at AGM	40	303067	100.00
Remote E-voting	669	160310740	98.50
Total	709	160613807	99.40
Voted against the Resolution			
Poll at AGM	NIL	NIL	NIL
Remote E-voting	11	970062	0.60
Total	11	970062	0.60
Invalid Votes			
Poll at AGM	NIL	NIL	
Remote E-voting	12	554624	
Total	12	554624	

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

Resolution No. 4: Ordinary Resolution

Ratify the Appointment of M/s Deloitte Haskins & Sells (FR No. 015125N) Chartered Accountants, the Statutory Auditors and fixing 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
Voted in favour of the Resolution			
Poll at AGM	31	560	0.18
Remote E-voting	649	159325828	97.90
Total	680	159326388	99.02
Voted against the Resolution			
Poll at AGM	9	302507	99.82
Remote E-voting	17	1272187	0.78
Total	26	1574694	0.98
Invalid Votes			
Poll at AGM	NIL	NIL	
Remote E-voting	26	1237411	
Total	26	1237411	

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



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Resolution No. 5: Ordinary Resolution

Appointment of Ms. Shobana Kamineni (DIN: 00003836) 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
Voted in favour of the Resolution			
Poll at AGM	39	303062	100.00
Remote E-voting	664	160946996	98.90
Total	703	161250058	99.90
Voted against the Resolution			
Poll at AGM	1	5	NIL
Remote E-voting	7	167830	0.10
Total	8	167835	0.10
Invalid Votes			
Poll at AGM	NIL	NIL	
Remote E-voting	21	720600	
Total	21	720600	

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

Resolution No. 6: Special Resolution

Amendment to Memorandum of Association of the Company.

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
Voted in favour of the Resolution			
Poll at AGM	40	303067	100.00
Remote E-voting	677	161276851	99.10
Total	717	161579918	100.00
Voted against the Resolution			
Poll at AGM	NIL	NIL	NIL
Remote E-voting	3	3951	NIL
Total	3	3951	NIL
Invalid Votes			
Poll at AGM	NIL	NIL	
Remote E-voting	12	554624	
Total	12	554624	

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

Resolution No. 7: Special Resolution

Adoption of new set of Articles in accordance with Act.

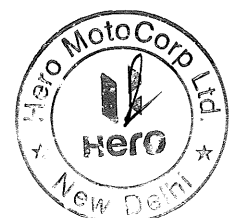
Resolution No.7	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the Resolution			
Poll at AGM	40	303067	100.00
Remote E-voting	634	158390698	97.88
Total	674	158693765	98.44

Voted against the Resolution			
Poll at AGM	NIL	NIL	NIL
Remote E-voting	41	2514653	1.56
Total	41	2514653	1.56
Invalid Votes			
Poll at AGM	NIL	NIL	
Remote E-voting	18	930075	
Total	18	930075	

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

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Resolution No. 8: Special Resolution

Remuneration to Non -Executive & Independent Directors by way of Commission

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
Voted in favour of the Resolution			
Poll at AGM	39	303062	100.00
Remote E-voting	651	159577911	98.76
Total	690	159880973	99.32
Voted against the Resolution			
Poll at AGM	1	5	NIL
Remote E-voting	13	1101626	0.68
Total	14	1101631	0.68
Invalid Votes			
Poll at AGM	NIL	NIL	
Remote E-voting	28	1155889	
Total	28	1155889	

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

for Hero MotoCorp Ltd.


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



Place: New Delhi

Date: Tuesday, September 1, 2015