

June 16, 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

Re.: Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Notice of 34th Annual General Meeting


Dear Sir/Madam,

We have attached a copy of the Notice of 34th Annual General Meeting (AGM) of the Company scheduled to be held on July 14, 2017. The same is being sent to the shareholders along with the Annual Report 2016-17.

We will submit the Annual Report, after being approved and adopted by the shareholders at the ensuing AGM.

This is submitted for your information and records.

for Hero MotoCorp Ltd.


(Neerja Sharma)
Company Secretary

Encl.: Notice of 34th AGM

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



NOTICE

NOTICE is hereby given that the **34th Annual General Meeting (AGM)** of the Members of **Hero MotoCorp Limited** will be held on **Friday, July 14, 2017** at **10:30 a.m.** at **Air Force Auditorium, Subroto Park, New Delhi 110 010** to transact the following businesses:

ORDINARY BUSINESS

1. 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.
2. To confirm payment of interim dividend of ₹ 55/- per equity share and to declare a final dividend of ₹ 30/- per equity share for financial year 2016-17.
3. To appoint a Director in place of Mr. Vikram Sitaram Kasbekar (DIN: 00985182) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company, to fix their remuneration and to pass the following resolution as an ordinary resolution:

"RESOLVED THAT M/s BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), be and are hereby appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of the 39th Annual General Meeting of the Company, at such remuneration (including fees for certification) and reimbursement of out of pocket expenses as may be recommended by the Audit Committee and approved by the Board of Directors of the Company from time to time."

SPECIAL BUSINESS

5. **Ratification of remuneration of Cost Auditors for financial year 2017-18.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors)

Rules 2014, remuneration payable to M/s Ramanath Iyer & Co., Cost Accountants, New Delhi (Firm Registration No. 000019), appointed by the Board of Directors as Cost Auditors to conduct audit of cost records of the Company for financial year 2017-18, amounting to ₹ 7,50,000/- (Rupees Seven Lakh Fifty thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit be and is hereby confirmed, ratified and approved."

By Order of the Board
for **Hero MotoCorp Ltd.**

(Neerja Sharma)
Company Secretary
Membership No. A9630

New Delhi
May 10, 2017

Registered Office:
34, Community Centre, Basant Lok,
Vasant Vihar, New Delhi 110 057
CIN: L35911DL1984PLC017354
Phone: 011-46044100
Fax: 011-26152659
Email: secretarialho@heromotocorp.com
Website: www.heromotocorp.com

NOTES

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Annual General Meeting is annexed hereto.
2. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2 in respect of the Director seeking re-appointment at the 34th Annual General Meeting are annexed hereto as Annexure A to the Notice which forms part of the explanatory statement. The Company has received relevant disclosure/consent from Mr. Kasbekar who is seeking re-appointment.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANY OTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

As per Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company casting voting rights. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.

The attendance slip and a proxy form with clear instructions for filing, stamping, signing and/or depositing the proxy form are enclosed.

4. Corporate members intending to send their authorised representatives to attend the Annual General Meeting are requested to send to the Company/Karvy Computershare Private Limited, Company's Registrar and Share Transfer Agent ('Registrar'), in advance, a duly certified copy of the relevant board resolution/letter of authority/power of attorney, together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
5. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the register of members and the share transfer books of the Company will remain closed from Tuesday, July 4, 2017 to Friday, July 14, 2017 (both days inclusive) for the purpose of 34th Annual General Meeting of the Company and for determining the entitlement of the shareholders for final dividend for financial year 2016-17, as may be approved by the members at the meeting.
6. Final dividend for financial year 2016-17, as recommended by the Board, if approved, at the Annual General Meeting will be paid to the members within 30 days from the date of approval to those members/beneficial owners whose names appear in the register of members/depository records as at closing hours of business on Monday, July 3, 2017.
7. Route map and details of prominent land mark of the venue of meeting is annexed with this Notice.
8. Members holding shares in demat form are hereby informed that bank particulars registered with their respective depository participants with whom they maintain their demat accounts will be used by the Company for payment of dividend. The Company or Registrar cannot act on any request received directly from the members holding shares in demat form for any change of bank particulars or bank mandates. Members holding shares in demat form are, therefore, requested to intimate any change in their address and/or bank mandate immediately to their depository participants (DP).

Members holding shares in physical form who are desirous of either registering or changing their bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrar immediately.
9. Members are requested to note that under Section 124 of Companies Act, 2013 (erstwhile Section 205A of the Companies Act, 1956) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government of India. Further all shares in respect of which dividends remain unclaimed for seven consecutive years or more, are also required to be transferred to the IEPF.

The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend for financial year 2008-09 to the IEPF within the stipulated time period.



The Company has uploaded the information in respect of unpaid and unclaimed dividends for financial year 2008-09 onwards on the website of the IEPF Authority viz. www.iepf.gov.in and under 'Investors' section on the website of the Company, www.heromotocorp.com.

The concerned members are requested to verify the details of their unclaimed amounts, if any, from the said websites and write to the Company's Registrar before the same becoming due for transfer to the Investor Education and Protection Fund.

10. Members may utilise the facility extended by the Registrar for redressal of their queries by visiting at <http://karisma.karvy.com> and clicking on 'Investors' section for query registration through free identity registration process. Members may also write at einward.ris@karvy.com, clearly mentioning their folio number.
11. In respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar of any change in their address, telephone number, e-mail id, nominees or joint holders, as the case may be.
12. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
13. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with Rules made thereunder, companies can serve annual reports and other communications through electronic mode to those members who have registered their email address either with the Company/Registrar or with the depository participant(s). Members who have not registered their email address with the Company can now register the same by submitting a duly filled-in request form with our Registrar. Members holding shares in demat form are requested to register their email address with their depository participant(s) only.
14. Notice of the Annual General Meeting, annual report 2016-17 and attendance slip are being sent in electronic mode to members whose email address is registered with the Company/Registrar or the depository participants, unless the members have registered their request for the hard copy. Physical copy of the Notice, annual report and attendance slip are being sent to those members who have not registered their email address with the Company or depository participants. Members who have received the Notice, annual report and attendance slip in electronic mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter at the Annual General Meeting.
15. Members of the Company who have registered their email address are also entitled to receive such communication in physical form upon making a request for the same, by any permissible mode, free of cost. For any communication, the members may also send requests to the Company's investor email id: secretarialho@heromotocorp.com.
16. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate risks associated with physical shares and for better management of the securities. Members can write to the Company's Registrar in this regard.
17. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialised form and with the registrar and share transfer agent in respect of shares held in physical form.
18. Members may also note that the notice of the 34th Annual General Meeting and the annual report for 2016-17 are also available on the Company's website www.heromotocorp.com.
19. The annual report along with the Notice of Annual General Meeting is being sent to the members, whose names appear in the register of members/depositories as at closing hours of business on Friday, May 26, 2017.

20. Inspection

The documents referred to in the Notice, explanatory statement and annual report for 2016-17 will be available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) from 11:00 a.m. to 1:00 p.m. up to the date of the Annual General Meeting.

A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and ending with the conclusion of the said meeting, provided he has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.

21. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the members holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Members holding shares in demat form may contact their respective DP for availing this facility.

22. Guidelines for attending the ensuing Annual General Meeting

- a) Entry to the auditorium/hall will be strictly against entry coupon available at the counters at the venue and against the exchange of duly filled in, signed and valid attendance slip;
- b) Any briefcase/bags/eatables or such other articles, as may be ordered by the authorities of the venue are not allowed inside the auditorium/hall; and
- c) Members are requested to bring their copy of the annual report to the meeting.

23. Cut-off Date

The Company has fixed Friday, July 7, 2017 as the "Cut-Off Date" for remote e-voting. The remote e-voting /voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-Off Date i.e. July 7, 2017 only. A person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only.

24. Remote e-voting:

Pursuant to Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM) through Karvy Computershare Pvt. Limited (Karvy), for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of the 34th Annual General Meeting of the Company.

The remote e-voting period begins on Tuesday, July 11, 2017 at 9:00 a.m. (IST) and ends on Thursday, July 13, 2017 at 5:00 p.m (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-Off Date i.e. July 7, 2017 may cast their votes electronically. The remote e-voting module shall be disabled by Karvy for voting after 5:00 p.m (IST) on July 13, 2017.

The facility for voting, either through electronic voting system or through poll shall also be made available at the venue of the 34th AGM. The members attending the AGM, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The members desirous of voting through remote e-voting are requested to refer to the detailed procedure given hereinafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

Instructions and other information relating to remote e-voting are as under:

A. For members who receive Notice of Annual General Meeting through email, i.e. for members whose email IDs are registered with the Company/ Depository Participant(s):

- (i) Launch an internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. user ID and password mentioned in the email). Your Folio No./DP ID-Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".



NOTICE



- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) In case you are already registered with M/s Karvy Computershare Private Limited for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at toll free no. 1-800-3454-001 or email at evoting@karvy.com. In case of any other queries/grievances connected with voting by electronic means, you may also contact Mr. Ramesh Desai at telephone no. 040-67161528.
- (vii) On successful login, the system will prompt you to select the E-Voting Event Number for Hero MotoCorp Ltd.
- (viii) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-Off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose to "ABSTAIN" by not entering any number in "FOR/AGAINST" and the shares held will not be counted under either head.
- (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (x) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (xi) You may then cast your vote by selecting the appropriate option and clicking on "Submit".
- (xii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xiii) Corporate / institutional members (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail ID: contact@cssanjaygrover.in They may also upload the same in the remote e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
- B. In case a member receives physical copy of the Annual General Meeting Notice by post/courier (for members whose email IDs are not registered with the Company / depository participant(s)):**
- (i) User ID and initial password as provided overleaf.
- (ii) Please follow all steps from Sr. No.(i) to (xiii) as mentioned in (A) above, to cast your vote.
- 25.** Any person who acquires shares of the Company and becomes member of the Company post-dispatch of Notice along with the Annual Report before the Cut-Off Date may obtain the login ID and password by sending a request at evoting@karvy.com or to the Company at secretarialho@heromotocorp.com.
- 26.** The Company has designated Mr. Dhiraj Kapoor, Deputy General Manager to address the grievances connected with the voting by electronic means, the investors can reach Company official at +91-11-46044100 or secretarialho@heromotocorp.com. Members are also advised to visit Help & FAQ section available at Karvy's website <https://evoting.karvy.com> for clarity on the e-voting process.
- 27.** The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-Off Date, being July 7, 2017.
- 28.** The Board of Directors has appointed Mr. Sanjay Grover, Managing Partner, M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, as Scrutiniser to scrutinise the remote e-voting process and voting through electronic voting system or through poll at the AGM in a fair and transparent manner.

29. The Scrutiniser shall after conclusion of voting at the AGM first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall within 2 days of conclusion of the AGM, make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised who shall countersign the same and declare the result of voting forthwith.
30. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions. The results will be declared by posting the same at the website of the Company (www.heromotocorp.com), website of the agency viz. Karvy's website (<https://evoting.karvy.com>) and by filing with the stock exchanges and shall also be displayed on the notice board at the registered office of the Company.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 5.

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules 2014, ratification of remuneration payable to the Cost Auditors is required by the members of the Company.

Based on recommendation of the Audit Committee, the Board at its meeting held on May 10, 2017 approved appointment of M/s. Ramanath Iyer & Co., Cost Accountants, New Delhi (FRN 000019) as Cost Auditors for financial year 2017-18 at a remuneration of Rs. 7,50,000/- (Rupees Seven Lakh Fifty thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

The Board recommends ratification of remuneration of Cost Auditors by passing an ordinary resolution.

None of the Directors or Key Managerial Personnel or their relatives is/are in anyway concerned or interested in passing of the above resolution.

By Order of the Board
for **Hero MotoCorp Ltd.**

(Neerja Sharma)
Company Secretary
Membership No. A9630

New Delhi
May 10, 2017

Registered Office:
34, Community Centre, Basant Lok,
Vasant Vihar, New Delhi 110 057
CIN: L35911DL1984PLC017354
Phone: 011-46044100
Fax: 011 -26152659
Email: secretarialho@heromotocorp.com
Website: www.heromotocorp.com



Annexure A

Details under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2, in respect of the Director seeking re-appointment.

Name of Director	Mr. Vikram Sitaram Kasbekar
DIN	00985182
Brief resume	<p>Mr. Kasbekar is the Executive Director Operations (Plants) in Hero MotoCorp Limited & is responsible for Operations function which is catering to the domestic, exports & after sales market demand.</p> <p>Mr. Kasbekar has more than 4 decades of experience in the field of Operations, Supply Chain, Manufacturing and Project Engineering. He has been with Hero MotoCorp Limited for close to 14 years in two stints and has contributed significantly to the growth of the organisation. In the auto industry, he has worked in commercial vehicles, auto ancillary & two wheelers sectors. A stint at Birla Copper as 'Business Head' gave him exposure to the copper business & during this period the Mitsubishi and auto component smelter technology was stabilised & the business was turned profitable. He is actively associated as member of CII northern region council.</p> <p>Mr. Kasbekar was born and brought-up in Indore (M.P.) and educated in Daly College (Public School), Indore which gave him an all-round exposure to academic, sports, culture and literary activities. He then graduated from IIT, Madras in mechanical engineering stream in the batch of 1976.</p>
Date of birth (Age in years)	October 6, 1954 (62)
Qualifications	B.E. (Mechanical), IIT Madras.
Experience and expertise in specific functional area	Operations
Terms and conditions of re-appointment	At the 33 rd AGM held on September 23, 2016, he was appointed as Whole Time Director w.e.f. August 8, 2016 for a term of 3 years, liable to retire by rotation. Being eligible, has now offered himself for re-appointment.
Details of remuneration and remuneration last drawn	Details mentioned in the Corporate Governance report.
Date on which first appointed on the Board	August 8, 2016
Details of shareholding in the Company	845 equity shares of ₹ 2/- each.
Relationship with other Directors/Key Managerial Personnel (if any)	None
Number of Board meetings attended during the year	Details mentioned in the Corporate Governance report.
Details of Directorships/Committee chairmanship and memberships in other companies	Director in 1. HMC MM Auto Limited (unlisted public limited Company) and 2. HMCL Niloy Bangladesh Limited (Foreign Company).





Hero MotoCorp Limited

Registered Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi – 110 057
CIN: L35911DL1984PLC017354 Phone: 011-46044100 Fax: 011-2614 2659
Email: secretarialho@heromotocorp.com, Website: www.heromotocorp.com

ATTENDANCE SLIP

1. Name
2. Registered Address of the sole/first named Shareholder
3. Name(s) of the joint Shareholder(s) if any
 - 1.
 - 2.
4. Registered Folio/DPID & Client ID No.
5. No. of Shares held

I /We being the Registered Shareholder/Proxy for the Registered Shareholder of the Company hereby record my presence at the 34th Annual General Meeting of the Company held on **Friday, July 14, 2017 at 10:30 a.m.** at Air Force Auditorium, Subroto Park, New Delhi – 110 010 and at any adjournment(s) thereof.

Signature as per specimen registered with the Company or Registrar

1st Holder

2nd Holder

3rd Holder

4th Holder

E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

EVEN (E Voting Event No.)	User ID	PASSWORD

Please follow steps for e-voting procedure as given in the Notice of AGM or by logging on to <https://evoting.karvy.com>



Hero MotoCorp Limited

Registered Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110 057
CIN: L35911DL1984PLC017354 Phone: 011-46044100 Fax: 011-2614 2659
Email: secretarialho@heromotocorp.com, Website: www.heromotocorp.com

PROXY FORM Form MGT - 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L35911DL1984PLC017354
Name of the Company	Hero MotoCorp Limited
Registered Office	34, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110 057
Name of the Member(s)	
Registered Address	
Email Id	
Folio No./ DP ID & Client ID	

I/We, being the member(s) of _____ shares of Hero MotoCorp Limited, hereby appoint:

- 1) Name : _____
Address : _____
Email Id: _____ Signature _____ or failing him/her
- 2) Name : _____
Address : _____
Email Id: _____ Signature _____ or failing him/her
- 3) Name : _____
Address : _____
Email Id: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **34TH ANNUAL GENERAL MEETING** of the Company to be held on **Friday, July 14, 2017 at 10:30 a.m.** at **Air Force Auditorium, Subroto Park, New Delhi 110 010** and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

Sl	Resolutions	For	Against
Ordinary Business:			
1.	To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2017 together with the reports of the Directors' and Auditors' thereon.		
2.	To confirm payment of interim dividend of ₹ 55/- per equity share and to declare a final dividend of ₹ 30/- per equity share for financial year 2016-17.		
3.	To re-appoint Mr. Vikram Sitaram Kasbekar (DIN: 00985182), Director retiring by rotation		
4.	To appoint Statutory Auditors of the Company and to fix their remuneration		
Special Business:			
5.	Ratification of remuneration of Cost Auditors for financial year 2017-18.		

Signed this _____ day of _____ 2017

Signature of the Member: _____

Signature of the Proxy holder(s): _____

Affix
revenue
stamp of
Rs. 1

Note:

This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting