

HMCL:ICK:15/11A:SECT:12

August 16, 2012

Fax/Speed Post/Courier

Vice President,  
Capital Markets (Operations)  
National Stock Exchange of India,  
"Exchange Plaza", Bandra Kurla Complex,  
Bandra (East),  
Mumbai - 400 051

The Secretary,  
BSE Limited,  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sir,

**Re: Declaration of Results of Postal Ballot of Hero MotoCorp Ltd.**

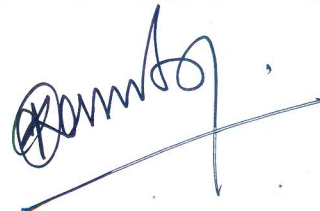
Please refer our letter dated July 3, 2012 for intimation for passing of Special Resolution relating to the ESOP by the members by way of Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

In the light of above, please take note that Shri Ved Prakash Kapoor, FCS No. 1695, CP No. 1645 Practising Company Secretary was appointed as Scrutinizer by the Company. In this regard he has submitted the Report on Postal Ballot forms and through e-voting received from the Members. Based on the Report submitted by the Scrutinizer, the Chairman of the Company has declared the results of the Special Resolution as mentioned in the Notice dated July 3, 2012 passed by the Members through Postal Ballot on August 16, 2012 as follows:  
Summary of the Postal Ballot Forms including e-voting received:

Particulars	No. of Ballot Forms	No. of Equity Shares
Total number of Ballot forms received	1413	159796654
Less: Total Invalid Postal Ballot forms	12	625174
Total valid Postal Ballot forms	1401	159171480

*\*Postal Ballots have been Invalid where there was signature mismatch/ unsigned/ Board Resolution not provided/no votes given. Postal Ballot received after the close of business hours i.e. 06.00 P.M. on August 13, 2012 have also not considered.*

In some of the Postal ballots the members have cast their shares partly "for" and partly "against" the resolution.



*Results of Votes Polled for Special Resolution:*

Promoter/ Public	No. of shares held	No. of Votes polled	% of Votes polled on outstan ding 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
Promoter & Promoter Group	104259490	104258990	100	104258990	0	100	0
Public Institutional Holders	54593800	54327609	99.51	29514501	24813108	54.33	45.67
Public- Others	318190	316639	99.51	282096	34543	89.09	10.91
<b>Total</b>	<b>159171480</b>	<b>158903238</b>	<b>99.83</b>	<b>134055587</b>	<b>24847651</b>	<b>84.36</b>	<b>15.64</b>

Thus the Special Resolution as set out in the Notice dated July 03, 2012 has been approved by the shareholders with the requisite majority.

Kindly take the same on record.

Thanking you,

Yours faithfully,

for Hero MotoCorp Ltd.

  
ILAM C. KAMBOJ  
Sr. G.M. Legal & Company Secretary