

July 25, 2018

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**  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001  
Scrip Code: 500182

**Sub: Voting Results, Consolidated Scrutinizer's Report and Annual Report 2017-18**

Dear Sir,

We wish to inform that the 35<sup>th</sup> Annual General Meeting of the Company was held on July 24, 2018. In this regard, please find attached herewith the following:

1. Voting Results of the Annual General Meeting in compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Consolidated Scrutinizer's Report in compliance with Rule 20 of Companies (Management and Administration) Rules, 2014.
3. Annual Report for the financial year 2017-18 as required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, duly approved and adopted by the members at the Annual General Meeting.

This is for your information and further dissemination.

Thanking you,

**For Hero MotoCorp Ltd.**



**(Neerja Sharma)**  
**Company Secretary**

Encl.: As above

**Voting Results of AGM**

Details of poll at AGM and e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

<b>Date of the AGM</b>	<b>24.07.2018</b>
<b>Total number of shareholders on record date</b>	<b>1,12,313</b>
<b>No. of shareholders present in the meeting either in person or through Proxy (on the basis of folio):</b> Promoters and Promoters Group: Public:	<b>18</b> <b>921</b>
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoters Group: Public:	<b>N.A.</b>

**1. Ordinary Resolution:** To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 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, 2018.

Whether promoter/ promoter group are interested in the agenda/resolution					NO			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding 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
Promoters and Promoter Group	E-voting	6,91,66,082	6,91,32,212	99.9510	6,91,32,212	0	100.0000	0.0000
	Poll		1,370	0.0020	1,370	0	100.0000	0.0000
	<b>Total</b>		<b>6,91,33,582</b>	<b>99.9530</b>	<b>6,91,33,582</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	10,78,01,811	9,10,47,465	84.4582	9,10,14,110	33,355	99.9634	0.0366
	Poll		2,16,000	0.2004	2,16,000	0	100.0000	0.0000
	<b>Total</b>		<b>9,12,63,465</b>	<b>84.6586</b>	<b>9,12,30,110</b>	<b>33,355</b>	<b>99.9635</b>	<b>0.0365</b>
Public-Non Institutions	E-voting	2,27,43,562	27,26,712	11.9889	27,26,710	2	99.9999	0.0001
	Poll		2,09,777	0.9224	2,09,777	0	100.0000	0.0000
	<b>Total</b>		<b>29,36,489</b>	<b>12.9113</b>	<b>29,36,487</b>	<b>2</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>19,97,11,455</b>	<b>16,33,33,536</b>	<b>81.7848</b>	<b>16,33,00,179</b>	<b>33,357</b>	<b>99.9796</b>	<b>0.0204</b>



**2. Ordinary Resolution: To confirm payment of interim dividend of Rs. 55/- per equity share and to declare a final dividend of Rs. 40/- per equity share for financial year 2017-18.**

Whether promoter/ promoter group are intersted in the agenda/resolution					NO			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding 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
Promoters and Promoter Group	E-voting	6,91,66,082	6,91,32,212	99.9510	6,91,32,212	0	100.0000	0.0000
	Poll		1,370	0.0020	1,370	0	100.0000	0.0000
	<b>Total</b>		<b>6,91,33,582</b>	<b>99.9530</b>	<b>6,91,33,582</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	10,78,01,811	9,12,92,881	84.6859	9,12,92,881	0	100.0000	0.0000
	Poll		2,16,000	0.2004	2,16,000	0	100.0000	0.0000
	<b>Total</b>		<b>9,15,08,881</b>	<b>84.8862</b>	<b>9,15,08,881</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	2,27,43,562	56,24,394	24.7296	56,24,365	29	99.9995	0.0005
	Poll		2,09,777	0.9224	2,09,777	0	100.0000	0.0000
	<b>Total</b>		<b>58,34,171</b>	<b>25.6520</b>	<b>58,34,142</b>	<b>29</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Total</b>		<b>19,97,11,455</b>	<b>16,64,76,634</b>	<b>83.3586</b>	<b>16,64,76,605</b>	<b>29</b>	<b>100.0000</b>	<b>0.0000</b>

**3. Ordinary Resolution: Re-appointment of Mr. Suman Kant Munjal (DIN: 00002803), who retires by rotation.**

Whether promoter/ promoter group are intersted in the agenda/resolution					NO			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding 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
Promoters and Promoter Group	E-voting	6,91,66,082	6,91,32,212	99.9510	6,91,32,212	0	100.0000	0.0000
	Poll		1,370	0.0020	1,370	0	100.0000	0.0000
	<b>Total</b>		<b>6,91,33,582</b>	<b>99.9530</b>	<b>6,91,33,582</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	10,78,01,811	8,94,51,796	82.9780	8,79,60,747	14,91,049	98.3331	1.6669
	Poll		2,16,000	0.2004	2,16,000	0	100.0000	0.0000
	<b>Total</b>		<b>8,96,67,796</b>	<b>83.1784</b>	<b>8,81,76,747</b>	<b>14,91,049</b>	<b>98.3371</b>	<b>1.6629</b>
Public-Non Institutions	E-voting	2,27,43,562	56,24,394	24.7296	56,24,353	41	99.9993	0.0007
	Poll		2,09,777	0.9224	2,09,777	0	100.0000	0.0000
	<b>Total</b>		<b>58,34,171</b>	<b>25.6520</b>	<b>58,34,130</b>	<b>41</b>	<b>99.9993</b>	<b>0.0007</b>
<b>Total</b>		<b>19,97,11,455</b>	<b>16,46,35,549</b>	<b>82.4367</b>	<b>16,31,44,459</b>	<b>14,91,090</b>	<b>99.0943</b>	<b>0.9057</b>



**4. Ordinary Resolution:** Ratification of remuneration of Cost Auditors for financial year 2018-19.

Whether promoter/ promoter group are intersted in the agenda/resolution					NO			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding 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
Promoters and Promoter Group	E-voting	6,91,66,082	6,91,32,212	99.9510	6,91,32,212	0	100.0000	0.0000
	Poll		1,370	0.0020	1,370	0	100.0000	0.0000
	<b>Total</b>		<b>6,91,33,582</b>	<b>99.9530</b>	<b>6,91,33,582</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	10,78,01,811	9,12,92,881	84.6859	9,12,92,881	0	100.0000	0.0000
	Poll		2,16,000	0.2004	2,16,000	0	100.0000	0.0000
	<b>Total</b>		<b>9,15,08,881</b>	<b>84.8862</b>	<b>9,15,08,881</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	2,27,43,562	56,24,367	24.7295	56,24,314	53	99.9991	0.0009
	Poll		2,09,777	0.9224	2,09,777	0	100.0000	0.0000
	<b>Total</b>		<b>58,34,144</b>	<b>25.6518</b>	<b>58,34,091</b>	<b>53</b>	<b>99.9991</b>	<b>0.0009</b>
<b>Total</b>		<b>19,97,11,455</b>	<b>16,64,76,607</b>	<b>83.3586</b>	<b>16,64,76,554</b>	<b>53</b>	<b>100.0000</b>	<b>0.0000</b>



# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024  
Tel. : (011) 4679 0000, Fax : (011) 4679 0012  
e-mail : contact@cssanjaygrover.in  
website : www.cssanjaygrover.in

### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
**HERO MOTOCORP LIMITED**  
(CIN: L35911DL1984PLC017354)  
34, Community Centre, Basant Lok,  
Vasant Vihar, New Delhi -110057

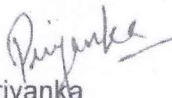
Dear Sir,

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries firm having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing voting process i.e. remote e-Voting and voting through electronic system (Poll) at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolution(s) mentioned in Notice dated May 08, 2018 for 35<sup>th</sup> AGM of the Equity Shareholders of the Company held on Tuesday, July 24, 2018 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010.

I submit my report as under:-



1. The remote e-voting period commenced on Saturday, July 21, 2018 at 09:00 A.M. and ended on Monday, July 23, 2018 at 05:00 P.M. via e-voting platform on the designated website i.e <http://evoting.karvy.com> provided by Karvy (Karvy Computershare Private Limited).
2. The members of the Company as on the "Cut-off Date" i.e. Tuesday, July 17, 2018 were entitled to avail the facility of remote e-voting and voting through electronic voting system at the Annual General Meeting on the proposed resolutions.
3. The total paid up Equity Share Capital of the Company as on July 17, 2018 was Rs. 39,94,22,910/- (Rupees Thirty Nine Crores Ninety Four Lakhs Twenty Two Thousand Nine Hundred and Ten only) divided into 19,97,11,455 (Nineteen Crores Ninety Seven Lakhs Eleven Thousand Four Hundred and Fifty Five) equity shares of Rs. 2/- (Rupees Two Only) each.
4. The Chairman ordered for poll through electronic voting system at AGM as per Rules 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended up to date.
5. Sufficient tabs (portable electronic devices) were kept for polling through electronic voting system and the voting was initiated in my presence.
6. After completion of Poll through electronic voting system at the AGM, the Report was generated in my presence and was diligently scrutinized. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.
7. After completion of poll through electronic voting system at the AGM, the votes cast through remote e-voting were unblocked in the presence of two witnesses, Ms. Priyanka, R/o G-9/109, Sangam Vihar, Ratiya Marg, New Delhi-110080 and Mr. Ronit Gaba R/o 98/13 Ashok Nagar, Ganaur Mandi, Dist. Sonipat- 131101, who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Priyanka

  
Ronit Gaba

8. The consolidated summary of results of remote e-voting and poll through electronic voting system at AGM are as under:



**Resolution No. 1** - To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 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, 2018.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll (e-Votes)	Remote e-Votes	Total	
Assent	4,27,147	16,28,73,032	16,33,00,179	99.9796
Dissent	0	33,357	33,357	0.0204
Total	4,27,147	16,29,06,389	16,33,33,536	100.0000

Therefore, the resolution No. 1 has been approved with requisite majority. Detail of poll & remote e-voting are given in **Annexure- A**.

**Resolution No. 2** - To confirm payment of interim dividend of Rs. 55/- per equity share and to declare a final dividend of Rs. 40/- per equity share for financial year 2017-18.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll (e-Votes)	e-Votes	Total	
Assent	4,27,147	16,60,49,458	16,64,76,605	100.0000
Dissent	0	29	29	0.0000
Total	4,27,147	16,60,49,487	16,64,76,634	100.0000

Therefore, the resolution No. 2 has been approved with requisite majority. Detail of poll & remote e-voting are given in **Annexure B**.



**Resolution No. 3** – Re-appointment of Mr. Suman Kant Munjal (DIN: 00002803), who retires by rotation

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll (e-Votes)	e-Votes	Total	
Assent	4,27,147	16,27,17,312	16,31,44,459	99.0943
Dissent	0	14,91,090	14,91,090	0.9057
Total	4,27,147	16,42,08,402	16,46,35,549	100.0000

Therefore, the resolution No. 3 has been approved with requisite majority. Detail of poll & remote e-voting are given in **Annexure C.**

**Resolution No. 4** - Ratification of remuneration of Cost Auditors for financial year 2018-19.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll (e-Votes)	e-Votes	Total	
Assent	4,27,147	16,60,49,407	16,64,76,554	100.000
Dissent	0	53	53	0.000
Total	4,27,147	16,60,49,460	16,64,76,607	100.000

Therefore, the resolution No. 4 has been approved with requisite majority. Detail of poll & remote e-voting are given in **Annexure-D.**



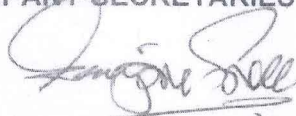


SANJAY GROVER & ASSOCIATES

9. The registers and all other papers relating to voting by electronic means and poll through e-voting system shall remain in my custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the registers and other related papers to the Company.

Thank you,

For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES



Sanjay Grover

Scrutinizer

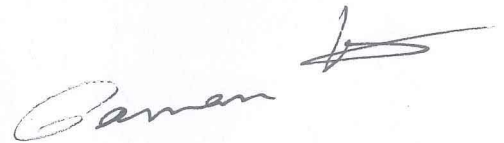
CP No 3850

July 24, 2018

New Delhi



Countersigned by



Chairman



July 24, 2018

New Delhi

Details of poll at AGM & Remote e-voting for Resolution No.-1 are as under:

**A1.-VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	131	4,27,147	8,54,294
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	131	4,27,147	8,54,294
d) Votes with assent	131	4,27,147	8,54,294
e) Votes with dissent	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	974	16,29,06,389	32,58,12,778
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	974*	16,29,06,389	32,58,12,778
d) Votes with assent	972	16,28,73,032	32,57,46,064
e) Votes with dissent	3	33,357	66,714

*\*One shareholder holding 3 (Three) shares voted partially in favour and partially against the above resolution.*



Details of poll at AGM & Remote e-voting for Resolution No.-2 are as under:

**B1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	131	4,27,147	8,54,294
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	131	4,27,147	8,54,294
d) Votes with assent	131	4,27,147	8,54,294
e) Votes with dissent	0	0	0

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	982	16,60,49,487	33,20,98,974
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	982*	16,60,49,487	33,20,98,974
d) Votes with assent	980	16,60,49,458	33,20,98,916
e) Votes with dissent	3	29	58

*\*One shareholder holding 3 (Three) shares voted partially in favour and partially against the above resolution.*



Details of poll at AGM & Remote e-voting for Resolution No.-3 are as under:

**C1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	131	4,27,147	8,54,294
b) Less :Invalid Votes	0	0	0
c) Net Valid votes cast	131	4,27,147	8,54,294
d) Votes with assent	131	4,27,147	8,54,294
e) Votes with dissent	0	0	0

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	973	16,42,08,402	32,84,16,804
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	973*	16,42,08,402	32,84,16,804
d) Votes with assent	954	16,27,17,312	32,54,34,624
e) Votes with dissent	23	14,91,090	29,82,180

*\*Four shareholders holding 17,423 (Seventeen Thousand Four Hundred Twenty Three) shares voted partially in favour and partially against the above resolution.*



Details of poll at AGM & Remote e-voting for Resolution No.-4 are as under:

**D1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	131	4,27,147	8,54,294
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	131	4,27,147	8,54,294
d) Votes with assent	131	4,27,147	8,54,294
e) Votes with dissent	0	0	0

**D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	981	16,60,49,460	33,20,98,920
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	981*	16,60,49,460	33,20,98,920
d) Votes with assent	977	16,60,49,407	33,20,98,814
e) Votes with dissent	6	53	106

*\*Two shareholders holding 9 (Nine) shares voted partially in favour and partially against the above resolution.*

