



Hero MotoCorp Ltd.

Regd. Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi- 110 057

Phone: +91-11-4604 4100, 2614 2451, Fax: +91-11-2614 3321, 2614 3198

www.heromotocorp.com

Notice of Book Closure and AGM

NOTICE is hereby given pursuant to Section 154 of the Companies Act, 1956 and Clause 16 of the Listing Agreement, that the Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, August 9, 2012 to Friday, August 17, 2012 (both days inclusive)** for the purpose of ascertaining the entitlement of members for the payment of Dividend @ 2250% i.e Rs. 45/- per equity share of Rs. 2/- each for the financial year ended March 31, 2012.

The **29th** Annual General Meeting of the members of the Company will be held on **Monday, September 10, 2012 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi- 110 010** to transact the business as mentioned in the Notice dated June 4, 2012, which is being sent/mailed to the members along with the Annual Report for the financial year ended March 31, 2012.

Keeping in view of the Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, issued by the Ministry of Corporate Affairs ("MCA") under "Green Initiative" wherein Companies have been allowed and encouraged for paperless compliances and service of documents through electronic mode and in pursuance of Section 53 of the Companies Act, 1956, accordingly the members who have given their consent to accept delivery of documents in electronic form will be supplied the copies of Annual Report for the year 2011-12 and all future correspondence on their Email IDs registered with the Company or supplied by the Depositories. The Annual Report and other communication sent electronically will also be displayed on Company's website www.heromotocorp.com.

The Dividend, if approved, at the aforesaid meeting, will be paid to the members (or to their mandate) whose names appear in the Company's Register of Members on **Friday, August 17, 2012** and in respect of shares held in electronic form, the Dividend will be payable to the beneficial owners of the shares as on the closing hours of business on **Wednesday, August 8, 2012** as per details furnished by the Depositories for this purpose.

for Hero MotoCorp Ltd.

New Delhi
July 31, 2012

Ilam C. Kamboj
Sr. G.M. Legal & Company Secretary