

**Arvind Kohli & Associates**  
Company Secretaries

199, Sector 7, Urban Estate, Gurgaon 122001  
Tel: 0124-2325184; Mobile: 98-110-26619  
Email: arvindkohli@gmail.com

December 01, 2014

The Chairman  
Hero MotoCorp Limited,  
34, Community Centre,  
Basant Lok, Vasant Vihar,  
New Delhi – 110 057

Dear Sir,

**SUB: Scrutinizer's Report on Postal Ballot Voting Process and E-Voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014**

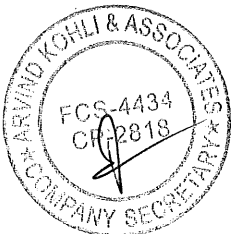
The Board of Directors of **Hero MotoCorp Limited ('the Company')** have vide resolution passed on **16<sup>th</sup> October 2014**, decided to conduct the process of voting through Postal Ballot as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the Special Resolution as set out in the Postal Ballot Notice dated **16<sup>th</sup> October 2014** for obtaining approval of members of the Company for **Alteration of Object Clause of Memorandum of Association of the Company**.

The Company had provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of Clause 35B(i) of the Listing Agreement as entered by the Company with the Stock Exchanges.

I, **Arvind Kohli, proprietor of Arvind Kohli & Associates, Company Secretaries** was appointed as a Scrutinizer by M/s Hero MotoCorp Limited for the purpose of conducting the Postal Ballot voting process and e-voting process in a fair and transparent manner in respect of obtaining approval of shareholders by way of **Special Resolution** for obtaining approval of members of the Company for **Alteration of Object Clause of Memorandum of Association of the Company**.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through Postal Ballot and electronic means on the Special Resolution contained in the Notice of Postal Ballot. My responsibility as a Scrutinizer for the Postal Ballot voting process and e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizers Report of the votes cast "in favour" or "against" the Resolution stated above, based on the reports generated from the postal ballots received from the shareholders and e-voting system provided by the Karvy Computershare Private Limited (KCPL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated **16<sup>th</sup> October 2014** along with the statement setting out material facts under Section 102 of the Companies Act, 2013 was sent to the members of the Company on **17<sup>th</sup> October 2014 (EOD)**.



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The members of the Company holding shares as on **17<sup>th</sup> October 2014 (EOD)** were entitled to vote on the Special Resolution proposed as set out in the Postal Ballot Notice.

In this regard, I submit my report as under:

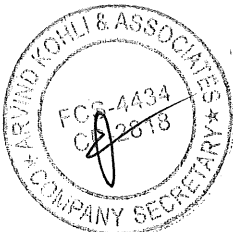
1. The Company had provided facility of casting vote to the members of the Company through postal ballot voting process and also through electronic means.
2. The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
3. All Postal Ballot Forms received up to the close of the working hours i.e. 6:30 P.M. on Wednesday, **26<sup>th</sup> November, 2014**, being the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for scrutiny for the purpose of this report.
4. The Postal Ballot Forms were kept in my safe custody.
5. The e-voting period remained open from **28<sup>th</sup> October 2014 (09.00 A.M.) to 26<sup>th</sup> November, 2014 (6.30 p.m.)**.
6. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
7. The details containing list of shareholders who voted 'for' or 'against' the resolution put to vote were downloaded from the e-voting website of KCPL.
8. I have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
9. The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
10. A summary of the Postal Ballot Forms is as under:

**(a) Special Resolution:**

**Alteration of the Object Clause of Memorandum of Association of the Company.**

**(i) Votes in Favour of the Resolution**

Type of Voting	Number of members voting	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	380	30048240	99.99
Voting through Electronic Means(E-Voting)	671	112568730	99.86
<b>Total</b>	<b>1051</b>	<b>142616970</b>	<b>99.89</b>



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(ii) Votes Against the Resolution

Type of Voting	Number of Members Voting	Number of votes cast by them	% of total number of valid votes cast
Voting through Postal Ballot	8	2280	0.0076
Voting through Electronic Means(E-Voting)	8	157114	0.1394
Total	16	159394	0.1116

(iii) Invalid Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting through Postal Ballot	15	2557
Voting through Electronic Means (E-Voting) -	4	306
Total	19	2863

# 4 Ballots (physical and electronic both) comprising of 71516 shares were voted short of their entitlements.

11. The Postal Ballot Forms and all other relevant records were handed over to the Asso. V.P. - Legal & Company Secretary authorized by the Board for safe keeping.

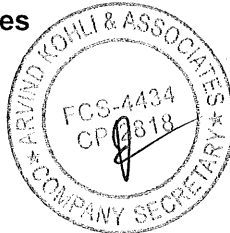
**RECOMMENDATION:** The Resolution should be considered passed as Special Resolution having secured the Requisite Majority of votes and, therefore, be Accepted. You may accordingly declare the Result of the voting by Postal Ballot including e-voting.

Thanking You

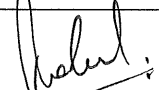
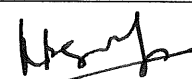
Yours faithfully

For Arvind Kohli & Associates  
Company Secretaries

  
Arvind Kohli  
Proprietor  
CP No:- 2818



We the undersigned witnesseth that the votes were unblocked from the e-voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>) in our presence at 6:38 PM on November 26, 2014 at the office of the Scrutinizer.

	
Mr. Rahul Sehgal S/O Sh. S. K. Sehgal R/o B-1/508, Janakpuri, New Delhi 110058	Mr. R.P. Singh S/O Sh. Kalyan Singh R/O S-3/5, Old Mahavir Nagar, New Delhi 110058