

December 30, 2021

Asst. Vice President, Listing Deptt.,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot C-1, Block G,
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

Sub: Postal Ballot Voting Results and Consolidated Scrutinizer's Report

Dear Sirs,

We wish to inform you that the shareholders have approved the following Ordinary Resolutions by requisite majority through remote e-voting:

- a) Appointment of Ms. Camille Miki Tang (DIN:09404649) as an Independent Director of the Company.
- b) Appointment of Mr. Rajnish Kumar (DIN:05328267) as an Independent Director of the Company.
- c) Appointment of Ms. Vasudha Dinodia (DIN:00327151) as a Non-Executive Non Independent Director of the Company liable to retire by rotation.

In this regard, please find attached herewith the following:

- a) Voting Results of the Postal Ballot in compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) Consolidated Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014.

This is for your information and further dissemination.

Thanking you,

For Hero MotoCorp Limited

Neerja Sharma
Digitally signed
by Neerja Sharma
Date: 2021.12.30
09:53:09 +05'30'

(Neerja Sharma)
Company Secretary & Chief Compliance Officer

Encl.: as above

Hero MotoCorp Ltd.

Regd. Office: The Grand Plaza, Plot No. 2, Nelson Mandela Road,
Vasant Kunj - Phase - II, New Delhi - 110070, India
Tel. +91-11-46044220, Fax +91-11-46044399
HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J



HERO MOTOCORP LIMITED

Voting Results of Postal Ballot

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

Date of the Postal Ballot	December 29, 2021
Total number of shareholders on cut-off date i.e. November 24, 2021	3,83,761
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	NA

1. Ordinary Resolution: Appointment of Ms. Camille Miki Tang (DIN:09404649) as an Independent Director of the Company.

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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	6,94,42,081	6,94,42,071	100.0000	6,94,42,071	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6,94,42,071	100.0000	6,94,42,071	0	100.0000	0.0000
Public-Institutions	E-voting	10,74,43,819	9,03,10,861	84.0540	8,91,86,749	11,24,112	98.7553	1.2447
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9,03,10,861	84.0540	8,91,86,749	11,24,112	98.7553	1.2447
Public-Non Institutions	E-voting	2,29,19,331	16,58,882	7.2379	16,47,746	11,136	99.3287	0.6713
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16,58,882	7.2379	16,47,746	11,136	99.3287	0.6713
Total		19,98,05,231	16,14,11,814	80.7846	16,02,76,566	11,35,248	99.2967	0.7033

2. Ordinary Resolution: Appointment of Mr. Rajnish Kumar (DIN:05328267) as an Independent Director of the Company.								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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	6,94,42,081	6,94,42,071	100.0000	6,94,42,071	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6,94,42,071	100.0000	6,94,42,071	0	100.0000	0.0000
Public-Institutions	E-voting	10,74,43,819	9,03,10,861	84.0540	8,91,86,749	11,24,112	98.7553	1.2447
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9,03,10,861	84.0540	8,91,86,749	11,24,112	98.7553	1.2447
Public-Non Institutions	E-voting	2,29,19,331	16,58,785	7.2375	16,48,792	9,993	99.3976	0.6024
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16,58,785	7.2375	16,48,792	9,993	99.3976	0.6024
Total		19,98,05,231	16,14,11,717	80.7845	16,02,77,612	11,34,105	99.2974	0.70262
3. Ordinary Resolution: Appointment of Ms. Vasudha Dinodia (DIN:00327151) as a Non-Executive Director of the Company liable to retire by rotation.								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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	6,94,42,081	6,94,42,071	100.0000	6,94,42,071	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6,94,42,071	100.0000	6,94,42,071	0	100.0000	0.0000
Public-Institutions	E-voting	10,74,43,819	9,03,10,861	84.0540	8,20,89,645	82,21,216	90.8968	9.1032
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9,03,10,861	84.0540	8,20,89,645	82,21,216	90.8968	9.1032
Public-Non Institutions	E-voting	2,29,19,331	16,58,732	7.2373	16,50,422	8,310	99.4990	0.5010
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16,58,732	7.2373	16,50,422	8,310	99.4990	0.5010
Total		19,98,05,231	16,14,11,664	80.7845	15,31,82,138	82,29,526	94.9015	5.0985

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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

Scrutinizer's Report

[Pursuant to Section 108 and 110 of the Companies Act, 2013 ('the **Act**') and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the **Rules**') read with General Circulars issued by the Ministry of Corporate Affairs from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015('Listing Regulations')]

To,

The Chairman

Hero MotoCorp Limited

(CIN: L35911DL1984PLC017354)

The Grand Plaza, Plot No. 2,

Nelson Mandela Road, Vasant Kunj - Phase-II

New Delhi-110070

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of **Hero MotoCorp Limited** ('the **Company**') at the meetings held on November 12, 2021 and November 25, 2021, for the purpose of scrutinizing postal ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 & 10/2021 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021, respectively ('**MCA Circulars**') and Regulation 44 of the Listing Regulations, Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the following resolutions as mentioned in the Notice of Postal Ballot dated November 26, 2021:

S.No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Appointment of Ms. Camille Miki Tang (DIN: 09404649) as an Independent Director of the Company.
2.	Ordinary Resolution	Appointment of Mr. Rajnish Kumar (DIN: 05328267) as an Independent Director of the Company.
3.	Ordinary Resolution	Appointment of Ms. Vasudha Dinodia (DIN: 00327151) as a Non-Executive Director of the Company liable to retire by rotation.

I submit my report as under:

1. The Company dispatched Postal Ballot notice along with explanatory statement and remote e-Voting instructions (“**Postal Ballot Notice**”) electronically through e-mail on November 29, 2021 to all those Members, whose e-mail addresses were registered with the Company or Registrar and Share Transfer Agent i.e. KFIN Technologies Private Limited (**KFinTech**) or with their respective Depository Participants (**DP**) and whose names appear in the Register of Members of the Company/ List of Beneficial Owners as maintained by the Depositories as on November 24, 2021 (“**cut-off date**”).
2. The Company has published an advertisement on November 30, 2021, regarding service of Postal Ballot Notice to eligible members in English newspaper “Business Standard” (All Editions) and in vernacular newspaper “Business Standard” (Delhi Edition).
3. The Members of the Company holding shares as on cut- off date were entitled to vote on the resolutions as contained in the Postal Ballot Notice through remote e-voting facility as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of National Securities Depository Limited (**NSDL**) viz., www.evoting.nsdl.com.
4. The remote e-Voting commenced on November 30, 2021, 09:00 A.M. and ended on December 29, 2021, 05:00 P.M. Further, the remote e- voting process was

monitored through the scrutinizer's secured link provided by NSDL on its designated website i.e. www.evoting.nsdl.com.

5. The remote e-voting was unblocked on December 29, 2021 after 05:00 P.M. in the presence of two witnesses Mr. Prashant Kishanani and Mr. Rishab Kansal who are not in the employment of the Company.
6. The particulars of remote e-voting report generated from electronic registry of NSDL have been entered in a separate Register maintained for this purpose.
7. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including Circulars/ SEBI Regulations in respect of the resolution contained in the Postal Ballot Notice. My responsibilities as Scrutinizer is restricted to make the Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolution contained in the Postal Ballot Notice, based on the report generated from the e-voting system provided by NSDL.
8. The members who voted for lessor number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered for this report.
9. E-votes cast upto 05:00 P.M. on December 29, 2021 are considered for the purpose of this report.
10. The remote e-voting was reconciled with the register of members of the Company as on cut- off date as provided to me by the DP & Registrar and Share Transfer Agent of the Company.
11. As on cut- off date, the fully paid-up share capital of the Company was Rs. 39,96,10,462/- (Rupees Thirty Nine Crore Ninety Six Lakh Ten Thousand Four Hundred Sixty Two Only) divided into 19,98,05,231 (Nineteen Crore Ninety Eight Lakh Five Thousand Two Hundred Thirty One) equity shares of Rs. 2/- (Rupees Two Only) each.

12. The result of the remote e-voting in respect of the resolutions contained in the Postal Ballot Notice is as under:

A. Appointment of Ms.Camille Miki Tang (DIN: 09404649) as an Independent Director of the Company.

	Ordinary Resolution			
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal ballot	Total	
Assent	16,02,76,566	N.A.	16,02,76,566	99.2967
Dissent	11,35,248		11,35,248	0.7033
Total	16,14,11,814		16,14,11,814	100

The detailed break up of voting through Remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

B. Appointment of Mr.Rajnish Kumar (DIN: 05328267) as an Independent Director of the Company.

	Ordinary Resolution			
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal ballot	Total	
Assent	16,02,77,612	N.A.	16,02,77,612	99.2974
Dissent	11,34,105		11,34,105	0.7026
Total	16,14,11,717		16,14,11,717	100

The detailed break up of voting through Remote e-voting in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

C. Appointment of Ms.Vasudha Dinodia (DIN: 00327151) as a Non-Executive Director of the Company liable to retire by rotation.

Particulars	Ordinary Resolution			Percentage
	Number of Valid Votes			
	e-Votes	Postal ballot	Total	
Assent	15,31,82,138	N.A.	15,31,82,138	94.9015
Dissent	82,29,526		82,29,526	5.0985
Total	16,14,11,664		16,14,11,664	100

The detailed break up of voting through Remote e-voting in respect of the above Resolution is attached to this report and marked as '**Annexure C**'.

13. Based on the aforesaid results, the resolutions as mentioned above shall be deemed to have been passed on December 29, 2021 being the last date of remote e-voting by the members of the Company.
14. The Register containing the details of remote e-voting relating to Postal Ballot is under my safe custody and will be handed over to Company Secretary of the Company, for preserving safely after the Chairman considers, approves, and signs the minutes of Postal Ballot.

Thanking You,

**FOR SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**

DEVESH
KUMAR
VASISHT

Digitally signed by
DEVESH KUMAR
VASISHT
Date: 2021.12.29
21:08:31 +05'30'

Devesh Kumar Vasisht
C.P. No.:13700
UDIN: F008488C001997541

Date: December 29, 2021
Place: New Delhi

COUNTERSIGNED BY

**PAWAN
MUNJAL**

Digitally signed by PAWAN MUNJAL
DN: cn=PAWAN MUNJAL, o=Hero MotoCorp Limited, ou=, email=, postalCode=110017, st=Delhi, serialNumber=79e4e053ab04577fc011ac4ff6bb b30c5ab8a39da0e1c0301053423888268d, cn=PAWAN MUNJAL
Date: 2021.12.29 22:39:53 +05'30'

Chairman
Hero MotoCorp Limited

Annexure-A

A detailed summary of the voting through e-voting is given herein below:

A. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Votes	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	2,893	16,14,11,814	32,28,23,628
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	2,893	16,14,11,814	32,28,23,628
d) Votes with assent for the resolution	2,703	16,02,76,566	32,05,53,132
e) Votes with dissent for the resolution	190	11,35,248	22,70,496

Annexure-B

A detailed summary of the voting through e-voting is given herein below:

B. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Votes	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	2,888	16,14,11,717	32,28,23,434
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	2,888	16,14,11,717	32,28,23,434
d) Votes with assent for the resolution	2,722	16,02,77,612	32,05,55,224
e) Votes with dissent for the resolution	166	11,34,105	22,68,210

Annexure-C

A detailed summary of the voting through e-voting is given herein below:

C. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Votes	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	2897	16,14,11,664	32,28,23,328
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	2897	16,14,11,664	32,28,23,328
d) Votes with assent for the resolution	2611	15,31,82,138	30,63,64,276
e) Votes with dissent for the resolution	286	82,29,526	1,64,59,052