

HMCL: AGM/30 & 44(3)/09 SECT: 16

September 23, 2016

~~Asst. Vice President,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
MUMBAI - 400 051.~~

The Secretary,
BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001.

Sub: Proceedings of AGM and Voting Results.

Dear Sir,


The 33rd Annual General Meeting of the Company was held today, September 23, 2016, in this regard, please find attached herewith following:

1. Proceedings of Annual General Meeting in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Voting Results of the Annual General Meeting in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and further dissemination.

Thanking you.

for Hero MotoCorp Ltd.


(Neerja Sharma)
Company Secretary



Encl: As above.

Hero MotoCorp Ltd.

Regd. Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057, India
Tel. +91-11-26142451, 46044100, Fax +91-11-26143321, 26143198
HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J

Summary of Proceedings of 33rd Annual General Meeting of the Company

The 33rd Annual General Meeting of Shareholders of Hero MotoCorp Ltd. was held today, on September 23, 2016 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi 110 010. Mr. Pawan Munjal, Chairman, Managing Director and CEO of the Company, took the chair, welcomed the shareholders and introduced board members present at the meeting, viz. Mr. Vikram Sitaram Kasbekar, Mr. Suman Kant Munjal, Gen. (Retd.) V. P. Malik, Mr. Pradeep Dinodia, Mr. M. Damodaran, Ms. Shobana Kamineni and Dr. Pritam Singh. Chairman further confirmed presence of Statutory Auditors and their representative, Mr. Jaideep Bhargava, Secretarial Auditor, Mr. Arvind Kohli, Chief Financial Officer, Mr. Ravi Sud and Company Secretary, Ms. Neerja Sharma at the meeting.

Quorum being present, the meeting was called to order by the Chairman. He informed the shareholders about the sad demise of our beloved Chairman Emeritus, Dr. Brijmohan Lall Munjal, silence of a minute was then observed to pray for the departed soul.

The Chairman then addressed the shareholders present at the meeting and briefed them about the performance of the Company during the financial year 2015-16, major events witnessed by the Company during the year and future growth prospects.

There being no adverse remarks, observations or qualifications in the Auditors' Report and the Secretarial Auditors' Report, the same were taken as read with permission of shareholders. Shareholders were then invited to ask queries/raise their concerns (if any) which were duly responded to by the Chairman and Board Members.

The business items placed before the shareholders for approval as per the notice of the meeting were then summarized by the Chairman. He also stated that the Company had provided an option to the shareholders for voting through electronic mode viz. remote e-voting which remained open from September 19 to September 22, 2016. As per regulatory requirements the Chairman then ordered voting through ballots. The following business was then transacted at the meeting by voting through ballots:

Ordinary Business	
1	Adoption of the audited financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2016 together with the reports of the Directors and Auditors thereon.
2	Confirmation of Interim Dividend of Rs. 40/- per equity share and Declaration of Final Dividend of Rs. 32/- per equity share for the financial year ended March 31, 2016.



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3	Re-appointment of Mr. Suman Kant Munjal (DIN 00002803), Director retiring by rotation.
4.	Ratification of the Appointment of Statutory Auditors and fixing their Remuneration.
Special Business	
5.	Appointment of Mr. Paul Bradford Edgerley (DIN: 02213279) as an Independent Director of the Company.
6.	Re-appointment of Mr. Pawan Munjal (DIN: 00004223) as the Chairman, Managing Director & CEO of the Company and approval of remuneration and other terms and conditions of his appointment.
7.	Appointment of Mr. Vikram Sitaram Kasbekar, (DIN: 00985182) Head of Operations & Supply Chain of the Company as whole time Director and approval of remuneration and other terms and conditions of his appointment.
8.	Ratification of remuneration of Cost Auditors for FY 2015-16 and 2016-17.

The Board of Directors appointed Mr. Arvind Kohli, Practicing Company Secretary, M/s. Arvind Kohli & Associates, Gurgaon as Scrutinizer to scrutinize the remote e-voting process and voting through ballots at the AGM in a fair and transparent manner.

The Chairman announced that the results of voting shall be announced within 48 hours of conclusion of the meeting.

Thanking You.

For Hero MotoCorp Limited


(Neerja Sharma)
Company Secretary

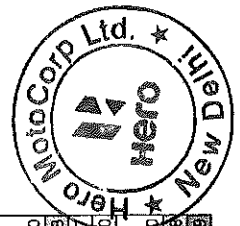


HERO MOTOCORP LTD.	
Date of the AGM/EGM	23-09-2016
Total number of shareholders on record date	85005
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	13
Public:	1365
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1						
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2016 together with the reports of the Directors' and Auditors' thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?	No						
Category							
Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group							
E-Voting		69133582	99.9530	69133582	0	100.0000	0.0000
Postal Ballot (if applicable)	69166082	0	0.0000	00	0	0.0000	0.0000
Total		69133582	99.9533	69133582	0	100	0
Public- Institutions							
E-Voting		92466882	83.7544	92323101	143781	99.8445	0.1554
Postal Ballot (if applicable)	110402454	23700	0.0215	23700	0	100.0000	0.0000
Total		92490582	83.7759	92346801	143781	99.8445	0.1555
Public- Non Institutions							
E-Voting		4040979	20.0815	4040967	12	99.9997	0.0002
Postal Ballot (if applicable)	20122928	36786	0.1828	36786	0	100.0000	0.0000
Total		4077865	20.2643	4077953	12	99.9997	0.0003
Total	398691464	165704929	82.2790	165586136	143793	99.9192	0.0808



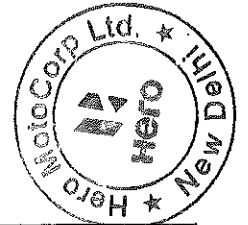
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Resolution No.	Resolution required: (Ordinary/ Special)	No	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
2	ORDINARY - Confirmation of Interim Dividend of Rs. 40/- per equity share and Declaration of Final Dividend of Rs. 32/- per equity share for the financial year ended March 31, 2016.									
	Whether promoter/ promoter group are interested in the agenda/resolution?									
	Category									
	Promoter and Promoter Group			69166082	69133582	99.9530	69133582	0	100.0000	0.0000
					0	0.0000	00	0	0.0000	0.0000
					0	0.0000	00	0	0.0000	0.0000
					69133582	99.953	69133582	0	100	0
	Public- Institutions			110402454	92531769	83.8131	92531769	0	100.0000	0.0000
					23700	0.0215	23700	0	100.0000	0.0000
					0	0.0000	00	0	0.0000	0.0000
					92555489	83.8346	92555489	0	100	0
					4040990	20.0815	4040978	12	99.9997	0.0002
					36786	0.1828	36786	0	100.0000	0.0000
	Public- Non Institutions			20122928	0	0.0000	00	0	0.0000	0.0000
					4077776	20.2648	4077764	12	99.9997	0.0003
					165766827	83.0115	165766815	12	100.0000	0.0000
					199691464					

Resolution No.	Resolution required: (Ordinary/ Special)	Yes	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
3	ORDINARY - Re-appointment of Mr. Suman Kant Munjal (DIN 00002803), Director retiring by rotation.									
	Whether promoter/ promoter group are interested in the agenda/resolution?									
	Category									
	Promoter and Promoter Group			69166082	69133582	99.9530	69133582	0	100.0000	0.0000
					0	0.0000	00	0	0.0000	0.0000
					0	0.0000	00	0	0.0000	0.0000
					69133582	99.953	69133582	0	100	0
	Public- Institutions			110402454	91449474	82.8328	89722154	1727320	98.1111	1.8888
					23700	0.0215	23700	0	100.0000	0.0000
					0	0.0000	00	0	0.0000	0.0000
					91473174	82.8543	89745854	1727320	98.1117	1.8883
	Public- Non Institutions			20122928	4040977	20.0815	4040946	31	99.9992	0.0007
					36786	0.1828	36786	0	100.0000	0.0000
					0	0.0000	00	0	0.0000	0.0000
					4077763	20.2643	4077732	31	99.9992	0.0008
					164884519	82.4695	162957168	1727351	99.3511	1.0489

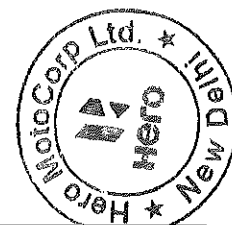
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Resolution No.	ORDINARY - Ratification of the Appointment of Statutory Auditors and fixing their Remuneration.									
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		69133582	99.9530	69133582	0	100.0000	0.0000		
	Poll			0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	69166082								
	Total		69133582	99.9533	69133582	0	100.0000	0.0000		
Public- Institutions	E-Voting		91301944	82.6992	86157685	5144259	94.3656	5.6343		
	Poll		23700	0.0215	23700	0	100.0000	0.0000		
	Postal Ballot (if applicable)	110402454								
	Total		91325644	82.7207	86181385	5144259	94.3671	5.6329		
Public- Non Institutions	E-Voting		4040977	20.0815	4040965	12	99.9997	0.0002		
	Poll		36786	0.1828	36786	0	100.0000	0.0000		
	Postal Ballot (if applicable)	20122928								
	Total		4077763	20.2643	4077751	12	99.9997	0.0003		
Total		199691464	163456989	82.3956	159992714	5144271	96.8795	3.1265		

Resolution No.	ORDINARY - Appointment of Mr. Paul Bradford Edgerley (DIN: 02213279) as an Independent Director of the Company.									
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		69133582	99.9530	69133582	0	100.0000	0.0000		
	Poll			0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	69166082								
	Total		69133582	99.9533	69133582	0	100.0000	0.0000		
Public- Institutions	E-Voting		90109670	81.6193	44470006	45639664	49.3509	50.6490		
	Poll		23700	0.0215	23700	0	100.0000	0.0000		
	Postal Ballot (if applicable)	110402454								
	Total		90133370	81.6408	44493706	45639664	49.3643	50.6357		
Public- Non Institutions	E-voting		4040927	20.0812	4040915	12	99.9997	0.0002		
	Poll		36786	0.1828	36786	0	100.0000	0.0000		
	Postal Ballot (if applicable)	20122928								
	Total		4077713	20.264	4077701	12	99.9997	0.0003		
Total		199691464	163444665	81.7985	147704989	45639676	71.0593	27.9407		

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Resolution No.	6	ORDINARY - Re-appointment of Mr. Pawan Munjali (DIN: 00004223) as the Chairman, Managing Director & CEO of the Company and approval of remuneration and other terms and conditions of his appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		69133582	99.9530	69133582	0	100.0000	0.0000			
	Poll	69166082	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
	Total		69133582	99.953	69133582	0	100	0			
Public- Institutions	E-Voting		91099589	82.5159	86389019	4710570	94.8292	5.1707			
	Poll	110402454	23700	0.0215	23700	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
	Total		91123289	82.5174	86412719	4710570	94.8306	5.1694			
Public- Non Institutions	E-Voting		4040988	20.0815	4040976	12	99.9997	0.0002			
	Poll	20122928	36786	0.1828	36786	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
	Total		4077774	20.2643	4077762	12	99.9997	0.0003			
Total		199691464	164336445	82.2943	159674063	4710582	97.3335	2.6665			

Resolution No.	7	ORDINARY - Appointment of Mr. Vikram Sitaram Kasbekar, (DIN: 00985182) Head of Operations & Supply Chain of the Company as whole time Director and approval of remuneration and other terms and conditions of his appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		69133582	99.9530	69133582	0	100.0000	0.0000			
	Poll	69166082	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
	Total		69133582	99.953	69133582	0	100	0			
Public- Institutions	E-Voting		91448738	82.8322	89731386	1717352	98.1220	1.8779			
	Poll	110402454	23700	0.0215	23700	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
	Total		91472438	82.8557	89755086	1717352	98.1225	1.8775			
Public- Non Institutions	E-Voting		4040992	20.0812	4040920	12	99.9997	0.0002			
	Poll	20122928	36786	0.1828	36786	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
	Total		4077774	20.264	4077706	12	99.9997	0.0003			
Total		199691464	164585738	82.4691	162966374	1717364	98.9572	1.0428			

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Resolution No.	8	ORDINARY - Ratification of remuneration of Cost Auditors for FY 2015-16 and 2015-17.									
Resolution required: (Ordinary/ Special)	ORDINARY										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category		Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting			69133582	99.9530	69133582	0	100.0000	0.0000		
	Poll		69166082	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000		
		Total		69133582	99.953	69133582	0	100	0		
Public- Institutions	E-Voting		110402454	92531520	83.8129	92531520	0	100.0000	0.0000		
	Poll			23700	0.0215	23700	0	100.0000	0.0000		
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000		
		Total		92555220	83.8344	92555220	0	100	0		
Public- Non Institutions	E-Voting			4040977	20.0815	4040956	21	99.9994	0.0005		
	Poll		20122928	36786	0.1828	36786	0	100.0000	0.0000		
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000		
		Total		4077763	20.2643	4077742	21	99.9995	0.0005		
Total			199691464	155765585	35.0113	165766544	21	100.0000	0.0000		

For Hero MotoCorp Limited

(Pawan Munjal)
Chairman, Managing Director &
CEO

Date: September 23, 2016
Place: New Delhi