

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: Proceedings of Annual General Meeting**

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 Proceedings of Annual General Meeting in compliance with Regulation 30 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 35<sup>th</sup> Annual General Meeting of Hero MotoCorp Limited

The 35<sup>th</sup> Annual General Meeting (AGM) of members of the Company was held on July 24, 2018 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 members and started the formal proceedings. He introduced the Board members and Company Secretary present at the meeting, viz. Mr. Vikram Sitaram Kasbekar, Mr. M. Damodaran, Gen. V. P. Malik, Ms. Neerja Sharma (Company Secretary), Mr. Pradeep Dinodia, Mr. Suman Kant Munjal, Mr. Ravi Nath and Dr. Pritam Singh. The Chairman further confirmed the presence of Statutory Auditors at the meeting.

Quorum being present, the meeting was called to order by the Chairman. The Chairman informed that the statutory registers under the Companies Act, 2013 were available for inspection by the members till the conclusion of the meeting. The Notice of AGM was taken as read with the permission of members present. Further, as the copy of Chairman's Speech was made available to the members at the venue, the same was also taken as read. It was further informed that there are no qualifications in the Auditors' Report and thus, it was not required to be read.

The business items placed before the members for approval as per the Notice of the meeting were then summarized by the Chairman.

Thereafter, members were invited to ask queries/ raise their concerns which were duly responded to by the Chairman.

The Chairman then informed the gathering that the Company had provided an option to the members for voting through electronic mode viz. remote e-voting which remained open from 9:00 a.m. on July 21, 2018 to 5:00 p.m. on July 23, 2018. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes through poll by electronic voting system. The following businesses were then transacted at the meeting by poll through electronic voting system:

Ordinary Business	
1.	Adoption of 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 consolidated financial statements of the Company for the financial year ended March 31, 2018.

2.	Confirmation of payment of Interim dividend of Rs. 55/- per equity share and declaration of final dividend of Rs. 40/- per equity share for the financial year 2017-18.
3.	Re-appointment of Mr. Suman Kant Munjal (DIN: 00002803), Director retiring by rotation.
Special Business	
4.	Ratification of remuneration of Cost Auditors for financial year 2018-19.

The Chairman further informed the members that the Board of Directors has appointed Mr. Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Practising Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process and poll through electronic voting system 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 meeting. The results of voting will be displayed at the Registered Office of the Company and placed on the website of the Company & Karvy Computershare Private Limited, once they are declared. He thanked the members for attending the meeting.

Thanking you,

Yours sincerely,  
For Hero MotoCorp Limited,

  
(Neerja Sharma)  
Company Secretary



Date: July 25, 2018