



Hero MotoCorp Limited

Registered Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi, 110 057

CIN: L35911DL1984PLC017354 Phone: 011-4604 4100 Fax: 011-2615 2659

Email: secretarialho@heromotocorp.com, Website: www.heromotocorp.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

Dear Member,

Sub: Passing of Resolution by Postal Ballot

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, that the Resolution appended below is proposed to be passed as Special Resolution by way of Postal Ballot including e-voting. A Statement setting out the material facts concerning to the Resolution mentioned in the Postal Ballot and reasons thereof is annexed to the Postal Ballot Notice alongwith Postal Ballot Form (the "Form") for your consideration. The Board of Directors ("Board") in its meeting held on **Thursday, October 16, 2014** has appointed Mr. Arvind Kohli, Proprietor, M/s. Arvind Kohli & Associates, Company Secretaries, (C.P. No. 2818), as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. **06:30 P.M. on Wednesday, November 26, 2014**.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Postal Ballot Notice and instructions overleaf the Postal Ballot Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot would be announced by the Chairman or the Asso. V.P. Legal & Company Secretary of the Company at **04:00 P.M., Monday, December 1, 2014** at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed, published in the newspapers and displayed alongwith the Scrutinizer's report on the Company's website viz. www.heromotocorp.com.

To consider and, if thought fit, to pass with or without modification, if any, the following Resolution as a Special Resolution:-

1. Alteration of the Object clause of Memorandum of Association of the Company.

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Companies (Incorporation) Rules, 2014 and all the applicable laws and regulations, including but not limited to Listing Agreement entered with Stock Exchanges, the approval of the Members be and is hereby granted for alteration of the Object Clause of the Memorandum of Association of the Company by way of deletion of existing Clause no. 29 under "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" and inserting the following clause as New Clause 7 under the Main Objects after Clause 6:

7. *To own, develop, purchase or by any other means acquire and protect, prolong and renew any patents, trademarks, rights (including intellectual property rights), brevets, inventions, licenses, protections, concessions or any other such right which may appear likely to be advantageous or useful to the Company and to spend money directly or indirectly in carrying out research and development activities, experimenting upon, testing and improving or seeking to improve any patents, inventions, or rights (including intellectual property rights), licenses, protections, concessions or any other such right which the Company may develop, get developed, acquire or propose to acquire and to use, turn to account, manufacture under, exploit, grant licenses, sublicenses, concessions, right of use, privileges or enter into such other arrangements, for consideration or otherwise, in respect of aforesaid patents, trademarks, rights (including intellectual property rights), brevets, inventions, licenses, protections, concessions or any other such right.*

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and delegation of all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company including of informing the concerned authorities or other regulatory bodies".

By Order of the Board
For Hero MotoCorp Ltd.

Ilam C. Kamboj
Asso. V.P. – Legal & Company Secretary
FCS No. 2764

New Delhi, October 16, 2014

NOTES:

1. The Statement annexed to the Postal Ballot Notice and reasons for the aforesaid Special Resolution pursuant to Section 102 of the Act setting out material facts are appended to the Postal Ballot Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on **Friday, October 17, 2014 (EOD)**.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Ordinary Share capital as on **Friday, October 17, 2014 (EOD)**.
4. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with Karvy Computershare Pvt. Ltd. (Karvy) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
5. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company for this purpose are being sent Postal Ballot Notice by e-mail and Members who have not registered their e-mail IDs will receive Postal Ballot Notice alongwith Postal Ballot Form through Registered/Speed post /Courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link <https://evoting.karvy.com> or from the 'Investors' section on the Company's website www.heromotocorp.com.

STATEMENT ANNEXED TO THE POSTAL BALLOT NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

The Company, as per the provisions of Section 13 of the Companies Act, 2013 ("the Act") and its rules thereunder, shall not, except with the consent of Members by Special Resolution alter the provisions of its Memorandum of Association ("MoA"). After the exit of Honda, the Company has been continuously enhancing its Research & Development (R&D) capabilities and now intends to use the same as a separate business proposition by way of granting licences/sub-licences/right to use or for consideration otherwise. Accordingly, the existing Clause 29 of the "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" of MoA relating to Intellectual property needs to be deleted and a new Clause 7 be inserted for the intended business proposition under the Main Objects after Clause 6.

The provisions of the Act, and Rules thereunder, require the Company to seek the approval of the Members by way of Special Resolution, to alter the object clause of the MoA of the Company.

The Board of Directors accordingly recommend the Special Resolution as set out at Item No. 1 of the Postal Ballot Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said Special Resolution, except to the extent of their equity holdings in the Company.

All the documents referred to in the accompanying Postal Ballot Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Registered Office of the Company during 11:00 A.M. to 1:00 P.M on any working day, excluding Saturday and Sunday.

**By Order of the Board
For Hero MotoCorp Ltd.**



**Ilam C. Kamboj
Asso. V.P. – Legal & Company Secretary**

FCS No. 2764

New Delhi, October 16, 2014



Hero MotoCorp Limited

Registered Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi, 110 057

CIN: L35911DL1984PLC017354 Phone: 011-4604 4100 Fax: 011-2615 2659

Email: secretarialho@heromotocorp.com Website: www.heromotocorp.com

POSTAL BALLOT FORM

SL. No.

1. Name(s) of Sole/First Member(s) :
(in block letters)
(including Joint holders, if any)
2. Registered address of the :
Sole/First named member
3. Registered Folio No./ :
DP ID No./Client ID No.*
(* in case of shares held in
demat form)
4. Number of equity shares held :
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot/
e-voting, by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark in the
appropriate box.

Item No.	Item	No. of equity shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Alteration of the Object clause of Memorandum of Association of the Company			

Place :

Date :

Signature of the member(s)

Note: (Kindly read the instructions printed overleaf carefully before exercising your vote)

E- VOTING

Users who wish to opt for e-voting may use the following login credentials

EVEN (e-voting event no.)	User ID	Password

Please follow steps for e-voting procedure as printed overleaf carefully before exercising your vote or login to <https://evoting.karvy.com>

GENERAL INFORMATION

- a) There will be one e-voting /Ballot Form for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by e-voting or through Ballot. In case you are opting for voting by e-voting, then please do not cast your vote by Ballot and vice versa. In case Members cast their votes both by e-voting and Ballot, the votes cast through **e-voting shall prevail** and the votes cast through Ballot form shall be considered **invalid**.
- c) Voting rights in the e-voting /Ballot cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorisation.
- d) Mr. Arvind Kohli, Proprietor, M/s. Arvind Kohli & Associates, Company Secretaries, (C.P. No. 2818), has been appointed as Scrutiniser for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Ballot should complete and sign this Ballot Form and send it to the Scrutinizer, Mr. Arvind Kohli, Proprietor, M/s. Arvind Kohli & Associates, Company Secretary, (C.P. No. 2818), in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holdings, this Ballot Form should be completed and signed by the First named Member and in his absence by the next named Member.
- c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution/ appropriate authorization, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- d) The signature of the Member on this Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- e) Completed Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e **6:30 P.M. on Wednesday, November 26, 2014**. Ballot Forms received after this date will be considered invalid.
- f) Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- g) A Member seeking duplicate Ballot Form or having any grievance pertaining to the Ballot process can write to the Company's Registrars-Karvy Computershare Pvt. Limited, (unit Hero MotoCorp Ltd.) Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081 or to the e-mail ID einward.ris@karvy.com. Duly completed and signed duplicate Ballot Forms should, however, reach the Scrutinizer no later than the close of working hours i.e. **6:30 P.M. on Wednesday, November 26, 2014**.
- h) Members are requested not to send any paper {other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point (c) above} alongwith the Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Postal Ballot Notice) and Clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the items of business given in the Postal Ballot Notice through electronic voting system, to members holding equity shares as on **Friday, October 17, 2014 (EOD)** being the Cut-off date (Cut-off date for the purpose of Rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Karvy Computershare Pvt. Ltd. ("Karvy").

The instructions for e-voting are as under:

- a) Use the following URL for e-voting: <https://evoting.karvy.com>
- b) Enter the login credentials i.e., User ID and Password mentioned in your email/ Ballot Form. Your Folio No/DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- c) After entering the details appropriately, click on "LOGIN".
- d) You will reach the Password change menu wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the EVENT i.e. Hero MotoCorp Ltd.
- g) On the voting page, the number of shares (which represents the number of votes) as held by the member as on the Cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, then enter all shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- h) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- i) Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- j) Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail arvindkohli@gmail.com They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name_EVENT No."
- k) The Portal will remain open for voting from: **Tuesday, October 28, 2014 (9.00 A.M.) till Wednesday, November 26, 2014 (6.30 P.M.)**.
- l) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the "download" section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free).
- m) Members may alternatively cast their votes using the Ballot Form which is sent alongwith this Postal Ballot Notice and also available on the website of the Company.