

RESULTS OF POSTAL BALLOT INCLUDING EVOTING

Result of the voting conducted through Postal Ballot including e-voting on the Special Resolution passed under Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for **Alteration of Object Clause of Memorandum of Association of the Company.**

The Company had appointed Mr. Arvind Kohli, Proprietor, M/s. Arvind Kohli & Associates, Company Secretaries, (C.P. No. 2818), as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Mr. Arvind Kohli has submitted his Report dated December 1, 2014 to the Company.

The detail of Special Resolution passed by Postal ballot including e-voting are as under:

1. Result of Postal Ballot for Alteration of Object Clause of Memorandum of Association of the Company.

Resolution required	Special
Mode of Voting Postal Ballot	Voting including e-voting
Date of Postal Ballot Notice	Thursday, October 16, 2014
Cut off date for reckoning voting rights	Friday, October 17, 2014 EOD
Date of Dispatch of Notice	Monday, October 27, 2014
Total No. of shareholders on Record Date	64,230

Total No. of shareholders to whom Postal Ballot Form(s) were sent: **64,230**

	Particulars			Total
		Physical	Electronic	
a)	Total postal ballot forms received	403	682	1085
b)	Total number of votes casted	30053077	112797666	142850743
c)	Less: Invalid no. of votes casted	2557	306	2863
d)	Valid no. of votes casted (Net)	30050520	112725844	142776364
e)	Total no. of votes with assent for the Resolution	30048240	112568730	142616970
f)	Total no. of votes with dissent for the Resolution	2280	157114	159394

%age of total votes casted in favour of Resolution: 99.89%

%age of total votes casted against Resolution: 0.11%

Details of the voting result as per clause 35A of the Listing Agreement in respect of Resolution passed for

Resolution No. 1	Alteration of Object Clause of Memorandum of Association of the Company.						
Type	Special Resolution						
Mode of Voting	Postal Ballot including E-voting						
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares = [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled = [(4)/(2)]*100	% of Votes against on votes polled = [(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
E-VOTING							
Promoter and Promoter Group	79712482	79712482	100.00	79712482	0	100.00	0.00
Public - Institutional Holders**	84676691	57207601	67.56	57050664	156937	99.73	0.27
Public- Others	35298327	5856281	16.5908	5853824	2457	99.96	0.04
Total	199687500	142776364	71.50	142616970	159394	99.89	0.11

* Under this column, the valid votes polled are mentioned.

**Includes Body Corporates

The Number of votes polled in favour of the Special Resolution is 142616970 (99.89% of the total valid votes). Thus the Special Resolution has, therefore, been approved by the shareholders with the REQUISITE MAJORITY.

For Hero MotoCorp Ltd.



Brijmohan Lall Munjal
Chairman

DIN: 0004134

New Delhi
December 1, 2014