

August 12, 2020

Asst. Vice President, Listing Deptt.,
National Stock Exchange of India Ltd.
Exchange Plaza, 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: Proceedings of annual general meeting

Dear Sirs,

We wish to inform that the 37th annual general meeting (AGM) of the Company was held today, viz. August 12, 2020 through video conferencing (VC)/other audio visual means (OAVM). In this regard, please find enclosed the Proceedings of the AGM in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, we wish to inform that the results of remote e-voting and voting done at the AGM shall be announced within stipulated time of 48 hours from the conclusion of meeting. The results will be displayed at the Registered Office of the Company and placed on the website of the Company, once they are declared. The results would also be placed on the website of NSDL and will be disseminated to the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited and be made available on their respective websites.

This is for your information and further dissemination.

Thanking you,

For Hero MotoCorp Ltd.



(Neerja Sharma)
Company Secretary & Chief Compliance Officer



Encl.: As above



Summary of Proceedings of 37th annual general meeting of Hero MotoCorp Limited

The 37th annual general meeting (AGM) of members of the Company was held on August 12, 2020 at 4:30 p.m. through video conferencing (VC)/ other audio visual means (OAVM). The meeting was held in compliance with Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 issued by Ministry of Corporate Affairs (hereinafter collectively referred to as 'Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder.

Dr. Pawan Munjal, Chairman, Managing Director and CEO of the Company, chaired the meeting, welcomed the members at the virtual annual general meeting and started the formal proceedings. All Board members were present. He introduced the Directors, Company Secretary & Chief Compliance Officer and Chief Financial Officer present at the meeting, viz. Mr. M. Damodaran, Mr. Pradeep Dinodia, Ms. Tina Trikha, Mr. Suman Kant Munjal, Prof. Jagmohan Singh Raju, Mr. Paul Edgerley, Mr. Vikram Kasbekar, Ms. Neerja Sharma (Company Secretary & Chief Compliance Officer) and Mr. Niranjana Gupta (Chief Financial Officer). The Chairman further introduced the representatives of Statutory Auditors and Secretarial Auditors present at the meeting.

The Company Secretary & Chief Compliance Officer informed the Chairman that requisite quorum is there. 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 at the NSDL e-voting platform for electronic inspection by the members till the conclusion of the meeting. The notice of AGM was taken as read with the permission of members present. He further informed that there are no qualifications in the Auditors' Report and thus, it was not required to be read. Thereafter, the Chairman delivered his speech.

He gave an overview of the global impact of Covid-19 pandemic, shared the Company's vision, strength in its human resources, state of the art R&D and technology setup, digitalization initiatives and premium products offered/launched by the Company. He then updated the members about the business, operational and financial performance of the Company and the road ahead. He also shared the details of the CSR work done by the Company during these difficult times and the financial year 2019-20. He mentioned Company's motto, viz. 'Create, Collaborate and Inspire' and emphasized that perseverance and resolve will not only help the Company to overcome any obstacle, but will take it to a new level where Hero MotoCorp will emerge stronger and better prepared to meet opportunity and challenge alike. He then completed his speech by thanking everyone present.

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



Hero MotoCorp Ltd.

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

On invitation of the Company Secretary & Chief Compliance Officer, members who had registered themselves as speakers, were invited to ask queries / share their suggestions on accounts or any other matter placed at the AGM. Shareholders were also provided the facility to ask questions or express their views through a tab available for online communication. Answers were given to the queries raised by the members.

The Chairman then informed 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 August 8, 2020 to 5:00 p.m. on August 11, 2020. Members who participated in the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the meeting. The following businesses were then transacted at the meeting through e-voting:

S. No.	Particulars	Type of Resolution
Ordinary Business		
1.	Adoption of audited standalone financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Directors and Auditors thereon and consolidated financial statements of the Company for the financial year ended March 31, 2020.	Ordinary
2.	Confirmation of payment of Interim dividend of Rs. 65/- per equity share and declaration of final dividend of Rs. 25/- per equity share for the financial year 2019-20.	Ordinary
3.	Re-appointment of Mr. Suman Kant Munjal (DIN: 00002803), Director retiring by rotation.	Ordinary
Special Business		
4.	Ratification of remuneration of Cost Auditors for financial year 2020-21.	Ordinary
5.	Appointment of Ms. Tina Trikha (DIN: 02778940) as an Independent Director of the Company.	Ordinary

The Chairman further informed the members that the Board of Directors has appointed Mr. Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Practising Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.

The Chairman mentioned 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, once they are declared. He thanked the



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members for participating in the meeting. The meeting concluded at 5:45 p.m. The e-voting facility was kept open for next 30 minutes to enable the members to cast their vote.

Thanking you,

Yours sincerely,
For Hero MotoCorp Ltd.

A blue ink handwritten signature, appearing to read 'Neerja Sharma', is written over a light blue horizontal line.

(Neerja Sharma)
Company Secretary & Chief Compliance Officer



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