

July 29, 2019

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
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001
Scrip Code: 500182

Re: Compliances under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Sub: Proceedings of Annual General Meeting and Disclosure under Regulation 30 of the Listing Regulations

Dear Sirs,

We wish to inform that the 36th Annual General Meeting (AGM) of the Company was held today, viz. July 29, 2019. 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 Dr. Anand C. Burman and Mr. Ravinder Nath have ceased to be the Directors of the Company effective July 29, 2019, due to completion of their term/tenure of 5 years as Independent Directors. They were appointed as Independent Directors at the 31st AGM of the Company held on August 5, 2014 for a term of 5 consecutive years i.e. upto the conclusion of 36th AGM, which concluded today on July 29, 2019. The Company places on record its appreciation for the guidance and support provided by Dr. Burman and Mr. Nath during their tenure with the Board of Hero MotoCorp Limited. The requisite details as per Regulation 30 are enclosed.

This is for your information and records.

Thanking you,

For Hero MotoCorp Ltd.



(Neerja Sharma)
Company Secretary & Chief Compliance Officer



Encl.: As above

Summary of Proceedings of 36th Annual General Meeting of Hero MotoCorp Limited

The 36th Annual General Meeting (AGM) of members of the Company was held on July 29, 2019 at 10:30 a.m. at Air Force Auditorium, Subroto Park, New Delhi – 110 010. Dr. 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 & Chief Compliance Officer present at the meeting, viz. Prof. Jagmohan Singh Raju, Mr. M. Damodaran, Ms. Neerja Sharma (Company Secretary), Mr. Pradeep Dinodia, Mr. Suman Kant Munjal, Ms. Shobana Kamineni, Mr. Paul B. Edgerley and Mr. Ravinder Nath. The Chairman further confirmed the presence of Statutory Auditors and Secretarial Auditors at the meeting.

The facility of live webcast of the proceedings of AGM was provided by the Company.

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 26, 2019 to 5:00 p.m. on July 28, 2019. 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:

S. No.	Particulars	Type of Resolution
Ordinary Business		
1.	Adoption of audited financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Directors and Auditors thereon and consolidated financial statements of the Company for the financial year ended March 31, 2019.	Ordinary



2.	Confirmation of payment of Interim dividend of Rs. 55/- per equity share and declaration of final dividend of Rs. 32/- per equity share for the financial year 2018-19.	Ordinary
3.	Re-appointment of Mr. Vikram Sitaram Kasbekar (DIN: 00985182), Director retiring by rotation.	Ordinary
Special Business		
4.	Ratification of remuneration of Cost Auditors for financial year 2019-20.	Ordinary
5.	Appointment of Prof. Jagmohan Singh Raju (DIN: 08273039) as an Independent Director of the Company.	Ordinary
6.	Re-appointment of Mr. Meleveetil Damodaran (DIN: 02106990) as an Independent Director of the Company.	Special
7.	Re-appointment of Mr. Pradeep Dinodia (DIN: 00027995) as Non-Executive Director of the Company.	Ordinary
8.	Re-appointment of Mr. Vikram Sitaram Kasbekar (DIN: 00985182), Executive Director – Operations (Plants) as a whole-time Director of the Company and approval of remuneration and other terms and conditions of his appointment.	Ordinary

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 Fintech Private Limited, once they are declared. He thanked the members for attending the meeting.

Thanking you,

Yours sincerely,
For Hero MotoCorp Ltd.



(Neerja Sharma)
Company Secretary & Chief Compliance Officer



Date: July 29, 2019

Requisite details as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

S. No.	Particulars	Dr. Anand C. Burman, Non-Executive and Independent Director	Mr. Ravinder Nath, Non-Executive and Independent Director
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Otherwise – cessation of directorship due to completion of term. They were appointed as Independent Directors at the 31 st AGM of the Company held on August 5, 2014 for a term of 5 consecutive years i.e. upto the conclusion of 36 th AGM. Therefore, with the conclusion of 36 th AGM today, viz. July 29, 2019, their tenure as independent Directors with the Company has come to an end.	
2.	Date of appointment / cessation & term of appointment	Date of cessation – July 29, 2019	
3.	Brief profile	Not applicable	
4.	Disclosure of relationships between directors	Not applicable	

