

August 10, 2022

Asst. Vice President, Listing Deptt., National Stock Exchange of India Ltd. Exchange Plaza, Plot C-1, Block G, 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: Voting Results and Consolidated Scrutinizer's Report

Dear Sir,

We wish to inform that the 39th annual general meeting of the Company was held on August 9, 2022. In this regard, please find attached herewith the following:

1. Voting Results of the annual general meeting in compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Consolidated Scrutinizer's Report in compliance with Rule 20 of Companies (Management and Administration) Rules, 2014.

This is for your information and further dissemination.

Thanking you,

For Hero MotoCorp Limited

(Dhiraj Kapoor) Company Secretary & Compliance Officer

Encl.: As above



# Hero MotoCorp Ltd.

Regd. Office: The Grand Plaza, Plot No.2, Nelson Mandela Road, Vasant Kunj - Phase - II, New Delhi - 110070, India Tel. +91-11-46044220, Fax +91-11-46044399 Hero MotoCorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J

			HERO	MOTOCORP I	LIMITED			
			Voting Res	ults of Annual Ge	neral Meeting			
Details of e-v	oting during AGN	and remote e	-voting results	as per Regulation	44(3) of SEBI (Li	sting Obligatio	ns and Disclosur	e Requirements
				in respect of the f				
Date of the AGN	1							09.08.2022
Total number of	shareholders on Cut	t-of date i.e. 02/0	8/2022					362,711
No. of sharehold	lers present in the m	eeting either in p	erson or through	Proxy:				502,711
	d Promoters Group:							N.A.
	ders attended the m nd Promoters Group:		ideo Conferencing	5				Promoters/PG- 16 Public- 105
	lution: To receive, co							
together with th March 31, 2022.	e reports of the Dire	ctors' and Audito	rs' thereon and t	he audited consolida			npany for the finan	cial year ended
together with th March 31, 2022.		ctors' and Audito	rs' thereon and t	he audited consolida			npany for the finan	vo % of votes agains
ogether with th March 31, 2022. Whether promot	e reports of the Dire ter/ promoter group	are interested in No. of shares held	rs' thereon and the Agenda/reso No of Valid Votes Polled	he audited consolidat lution % of Votes Polled on Outstanding Shares	ted financial stater No. of Votes in Favour	nents of the Con No. of Votes Against	npany for the finand % of votes in favour on Votes Polled	NO % of votes agains on Votes Polled
ogether with th March 31, 2022. Whether promot Category	e reports of the Dire ter/ promoter group	are interested in	rs' thereon and the Agenda/reso	he audited consolidation lution % of Votes Polled on Outstanding	ted financial states	ments of the Con	npany for the finan f % of votes in favour on Votes	NO % of votes agains on Votes Polled (7)=(5)/(2)*100
ogether with th March 31, 2022. Whether promot Category Promoters and	e reports of the Dire	are interested in No. of shares held	the Agenda/reso No of Valid Votes Polled (2)	he audited consolidated lution % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	ted financial stater No. of Votes in Favour (4)	nents of the Con No. of Votes Against (5)	npany for the finan % of votes in favour on Votes Polled (6)=(4)/(2)*100	Cial year ended NO % of votes agains on Votes Polled (7)=(5)/(2)*100 0.000
ogether with th March 31, 2022. Whether promot Category Promoters and	e reports of the Dire ter/ promoter group Mode of Voting E-voting	are interested in No. of shares held (1)	rs' thereon and the Agenda/reso No of Valid Votes Polled (2) 69488181.00	he audited consolidation % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000	ted financial stater No. of Votes in Favour (4) 69488181.00	nents of the Con No. of Votes Against (5) 0.00	npany for the finan % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000	NO % of votes agains on Votes Polled (7)=(5)/(2)*100
ogether with th March 31, 2022. Whether promot Category Promoters and Promoter Group	e reports of the Dire ter/ promoter group Mode of Voting E-voting Postal Ballot	are interested in No. of shares held (1)	rs' thereon and the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00	he audited consolidation lution % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000	ted financial stater No. of Votes in Favour (4) 69488181.00 0.00	No. of Votes Against (5) 0.00 0.00	npany for the finan % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 0.0000	<pre>cial year ended NO % of votes agains on Votes Polled (7)=(5)/(2)*100 0.000 0.000</pre>
ogether with th March 31, 2022. Whether promot Category Promoters and Promoter Group Public-	e reports of the Dire ter/ promoter group Mode of Voting E-voting Postal Ballot Total	are interested in No. of shares held (1)	rs' thereon and the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00 69488181.00	he audited consolidat lution % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 100.0000	ted financial stater No. of Votes in Favour (4) 69488181.00 0.00 69488181.00	No. of Votes Against (5) 0.00 0.00	npany for the finan % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 0.0000 100.0000	<pre>cial year ended NO % of votes agains on Votes Polled (7)=(5)/(2)*100 0.000 0.000 0.000 0.000 0.000</pre>
ogether with th March 31, 2022. Whether promot Category Promoters and Promoter Group	e reports of the Dire ter/ promoter group Mode of Voting E-voting Postal Ballot Total E-voting	are interested in No. of shares held (1) 69,488,181	rs' thereon and the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00 69488181.00 94911309.00	he audited consolidat lution % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 100.0000 86.9464	ted financial stater No. of Votes in Favour (4) 69488181.00 0.00 69488181.00 94282991.00	nents of the Con No. of Votes Against (5) 0.00 0.00 628318.00	npany for the finan % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 0.0000 100.0000 99.3380	<pre>cial year ended NO % of votes agains on Votes Polled (7)=(5)/(2)*100 0.000 0.000 0.000 0.662 0.000</pre>
ogether with th March 31, 2022. Whether promot Category Promoters and Promoter Group Public- Institutions	e reports of the Dire ter/ promoter group Mode of Voting E-voting Postal Ballot Total E-voting Postal Ballot	are interested in No. of shares held (1) 69,488,181	rs' thereon and the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00 69488181.00 94911309.00 0.00	he audited consolidat lution % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 100.0000 86.9464 0.0000	ted financial stater No. of Votes in Favour (4) 69488181.00 0.00 69488181.00 94282991.00 0.00	nents of the Con No. of Votes Against (5) 0.00 0.00 628318.00 0.00	npany for the finan % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 0.0000 99.3380 0.0000	<pre>cial year ended NO % of votes agains on Votes Polled (7)=(5)/(2)*100 0.000 0.000 0.000 0.665 0.000 0.665</pre>
ogether with th March 31, 2022. Whether promot Category Promoters and Promoter Group Public- Institutions Public-Non	e reports of the Dire ter/ promoter group Mode of Voting E-voting Postal Ballot Total E-voting Postal Ballot Total Dotal Ballot Total	are interested in No. of shares held (1) 69,488,181	rs' thereon and the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00 69488181.00 94911309.00 0.00 94911309.00	he audited consolidat lution % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 100.0000 86.9464 0.0000 86.9464	ted financial stater No. of Votes in Favour (4) 69488181.00 0.00 69488181.00 94282991.00 0.00 94282991.00	nents of the Con No. of Votes Against (5) 0.00 0.00 628318.00 0.00 628318.00	npany for the finan % of votes in favour on Votes Polled (6)=(4)/(2)*100 0.0000 0.0000 99.3380 0.0000 99.3380	<pre>cial year ended NO % of votes agains on Votes Polled (7)=(5)/(2)*100 0.000 0.000 0.000</pre>
An and a second	e reports of the Dire ter/ promoter group Mode of Voting E-voting Postal Ballot Total E-voting Postal Ballot Total E-voting Postal Ballot Total E-voting	are interested in No. of shares held (1) 69,488,181 109,160,759	rs' thereon and the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00 69488181.00 94911309.00 0.00 94911309.00 554904.00	he audited consolidat lution % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 0.0000 86.9464 0.0000 86.9464 2.6212	ted financial stater No. of Votes in Favour (4) 69488181.00 0.00 69488181.00 94282991.00 0.00 94282991.00 554048.00	nents of the Con No. of Votes Against (5) 0.00 0.00 628318.00 0.00 628318.00 856.00	npany for the finan % of votes in favour on Votes Polled (6)=(4)/(2)*100 0.0000 0.0000 99.3380 0.0000 99.3380 99.8457	<pre>cial year ended NO % of votes agains on Votes Polled (7)=(5)/(2)*100 0.000 0.000 0.000 0.662 0.000 0.662 0.054</pre>

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Whether promote	er/ promoter group	are interested in	the Agenda/reso	lution			1	10
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and	E-voting		69488181.00	100.0000	69488181.00	0.00	100.0000	0.000
Promoter Group	Postal Ballot	69,488,181	0.00	0.0000	0.00	0.00	0.0000	0.000
Promoter Group	Total		69488181.00	100.0000	69488181.00	0.00	100.0000	0.000
Public-	E-voting		95135759.00	87.1520	95135759.00	0.00	100.0000	0.000
Institutions	Postal Ballot	109,160,759	0.00	0.0000	0.00	0.00	0.0000	0.000
institutions	Total		95135759.00	87.1520	95135759.00	0.00	100.0000	0.000
Public-Non	E-voting		555375.00	2.6234	554488.00	887.00	99.8403	0.159
77	Postal Ballot	21,169,713	0.00	0.0000	0.00	0.00	0.0000	0.000
Institutions	Total	1	555375.00	2.6234	554488.00	887.00	99.8403	0.159
	IUtai							
appointment.	ution: To appoint a			82.6646	165178428.00 00985182) who re	887.00		offers himself for r
3. Ordinary Resol appointment.		Director in place	of Mr. Vikram Sit	aram Kasbekar (DIN:			and being eligible,	
3. Ordinary Resol appointment.	ution: To appoint a	Director in place	of Mr. Vikram Sit	aram Kasbekar (DIN:			and being eligible,	
3. Ordinary Resol appointment. Whether promote	ution: To appoint a er/ promoter group	Director in place are interested in No. of shares	of Mr. Vikram Sit the Agenda/reso No of Valid	aram Kasbekar (DIN: Jution % of Votes Polled on Outstanding	00985182) who re No. of Votes in	tires by rotation No. of Votes	and being eligible, M % of votes in favour on Votes	offers himself for r IO % of votes against
3. Ordinary Resol appointment. Whether promoto Category	ution: To appoint a er/ promoter group	Director in place are interested in No. of shares held	of Mr. Vikram Sit the Agenda/reso No of Valid Votes Polled	aram Kasbekar (DIN: Iution % of Votes Polled on Outstanding Shares	00985182) who re No. of Votes in Favour	tires by rotation No. of Votes Against	and being eligible, N % of votes in favour on Votes Polled	offers himself for r IO % of votes against on Votes Polled (7)=(5)/(2)*100
3. Ordinary Resol appointment. Whether promote Category Promoters and	ution: To appoint a er/ promoter group Mode of Voting	Director in place are interested in No. of shares held	of Mr. Vikram Sit the Agenda/reso No of Valid Votes Polled (2)	aram Kasbekar (DIN: olution % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	00985182) who re No. of Votes in Favour (4)	tires by rotation No. of Votes Against (5)	and being eligible, % of votes in favour on Votes Polled (6)=(4)/(2)*100	offers himself for r IO % of votes against on Votes Polled (7)=(5)/(2)*100 0.000
3. Ordinary Resol appointment. Whether promoto Category	er/ promoter group Mode of Voting E-voting	Director in place are interested in No. of shares held (1)	of Mr. Vikram Sit the Agenda/reso No of Valid Votes Polled (2) 69488181.00	aram Kasbekar (DIN: olution % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000	00985182) who re No. of Votes in Favour (4) 69488181.00	tires by rotation No. of Votes Against (5) 0.00	and being eligible, % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000	offers himself for r 10 % of votes against on Votes Polled (7)=(5)/(2)*100 0.000 0.000
3. Ordinary Resol appointment. Whether promot Category Promoters and Promoter Group	er/ promoter group Mode of Voting E-voting Postal Ballot	Director in place are interested in No. of shares held (1)	of Mr. Vikram Sit the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00	aram Kasbekar (DIN: of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000	00985182) who re No. of Votes in Favour (4) 69488181.00 0.00	tires by rotation No. of Votes Against (5) 0.00 0.00	and being eligible, % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 0.0000	offers himself for re 10 % of votes against on Votes Polled
3. Ordinary Resol appointment. Whether promote Category Promoters and Promoter Group Public-	er/ promoter group Mode of Voting <u>E-voting</u> Postal Ballot Total	Director in place are interested in No. of shares held (1)	of Mr. Vikram Sit the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00 69488181.00	aram Kasbekar (DIN: Jution % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 100.0000	00985182) who re No. of Votes in Favour (4) 69488181.00 0.00 69488181.00	tires by rotation No. of Votes Against (5) 0.00 0.00 0.00	and being eligible, % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 0.0000 100.0000	offers himself for r 10 % of votes against on Votes Polled (7)=(5)/(2)*100 0.000 0.000 0.000
3. Ordinary Resol appointment. Whether promot Category Promoters and Promoter Group	er/ promoter group Mode of Voting E-voting Postal Ballot Total E-voting	Director in place are interested in No. of shares held (1) 69,488,181	of Mr. Vikram Sit the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00 69488181.00 95126243.00	aram Kasbekar (DIN: Jution % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 100.0000 87.1433	00985182) who re No. of Votes in Favour (4) 69488181.00 0.00 69488181.00 92662376.00	tires by rotation No. of Votes Against (5) 0.00 0.00 2463867.00	and being eligible, % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 0.0000 100.0000 97.4099	offers himself for r IO % of votes against on Votes Polled (7)=(5)/(2)*100 0.000 0.000 0.000 2.590 0.000
3. Ordinary Resol appointment. Whether promote Category Promoters and Promoter Group Public- Institutions	er/ promoter group Mode of Voting E-voting Postal Ballot Total E-voting Postal Ballot	Director in place are interested in No. of shares held (1) 69,488,181	of Mr. Vikram Sit the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00 69488181.00 95126243.00 0.00	aram Kasbekar (DIN: Jution % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 100.0000 87.1433 0.0000	00985182) who re No. of Votes in Favour (4) 69488181.00 0.00 69488181.00 92662376.00 0.00	tires by rotation No. of Votes Against (5) 0.00 0.00 2463867.00 0.00	and being eligible, % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 0.0000 100.0000 97.4099 0.0000	offers himself for r 10 % of votes against on Votes Polled (7)=(5)/(2)*100 0.000 0.000 0.000 2.590
3. Ordinary Resol appointment. Whether promote Category Promoters and Promoter Group Public- Institutions Public-Non	er/ promoter group Mode of Voting E-voting Postal Ballot Total E-voting Postal Ballot Total	Director in place are interested in No. of shares held (1) 69,488,181	of Mr. Vikram Sit the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00 69488181.00 95126243.00 0.00 95126243.00	aram Kasbekar (DIN: Jution % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 100.0000 87.1433 0.0000 87.1433	00985182) who re No. of Votes in Favour (4) 69488181.00 0.00 69488181.00 92662376.00 0.00 92662376.00	tires by rotation No. of Votes Against (5) 0.00 0.00 2463867.00 0.00 2463867.00	and being eligible, % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 0.0000 97.4099 0.0000 97.4099	offers himself for r 10 % of votes against on Votes Polled (7)=(5)/(2)*100 0.000 0.000 2.590 0.000 2.590
3. Ordinary Resol appointment. Whether promot Category Promoters and Promoter Group Public- Institutions Public-Non Institutions	er/ promoter group Mode of Voting E-voting Postal Ballot Total E-voting Postal Ballot Total E-voting Postal Ballot Total E-voting	Director in place are interested in No. of shares held (1) 69,488,181 109,160,759	of Mr. Vikram Sit the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00 69488181.00 95126243.00 0.00 95126243.00 555241.00	aram Kasbekar (DIN: work of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 100.0000 87.1433 0.0000 87.1433 2.6228	00985182) who re No. of Votes in Favour (4) 69488181.00 0.00 69488181.00 92662376.00 0.00 92662376.00 550071.00	tires by rotation No. of Votes Against (5) 0.00 0.00 2463867.00 0.00 2463867.00 5170.00	and being eligible, % of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 0.0000 97.4099 0.0000 97.4099 99.0689	offers himself for r 10 % of votes against on Votes Polled (7)=(5)/(2)*100 0.000 0.000 2.590 0.000 2.590 0.031

	Mode of Voting	No. of shares held	the Agenda/reso No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	IO % of votes against on Votes Polled
		(1) .	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
. E	E-voting		69488181.00	100.0000	69488181.00	0.00	100.0000	0.0000
Promoters and P	Postal Ballot	69,488,181	0.00	0.0000	0.00	0.00	0.0000	0.0000
Promoter Group	otal		69488181.00	100.0000	69488181.00	0.00	100.0000	0.0000
F	E-voting		95126243.00	87.1433	95126243.00	0.00	100.0000	0.0000
Public-	Postal Ballot	109,160,759	0.00	0.0000	0.00	0.00	0.0000	0.0000
Institutions	otal		95126243.00	87.1433	95126243.00	0.00	100.0000	0.0000
F	E-voting		555144.00	2.6224	553707.00	1437.00	99.7411	0.2589
Public-Non	Postal Ballot	21,169,713	0.00	0.0000	0.00	0.00	0.0000	0.0000
Institutions T	Total		555144.00	2.6224	553707.00	1437.00	99.7411	0.2589
Total		199818653	165169568.00	82.6597	165168131.00	1437.00	99.9991	0.0009
5. Ordinary Resolut	ition: Ratification o			or financial year 2022 Jution	-23.			NO
5. Ordinary Resolut		are interested in		lution	-23.		% of votes in	
5. Ordinary Resolut				at you at the second	No. of Votes in Favour	No. of Votes Against		NO % of votes against on Votes Polled
5. Ordinary Resolut	r/ promoter group	are interested in No. of shares held	the Agenda/resc No of Valid Votes Polled	olution % of Votes Polled on Outstanding Shares	No. of Votes in		% of votes in favour on Votes	% of votes against
5. Ordinary Resolut Whether promoter Category	r/ promoter group Mode of Voting	are interested in No. of shares	the Agenda/resc No of Valid Votes Polled (2)	lution % of Votes Polled on Outstanding	No. of Votes in Favour	Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled (7)=(5)/(2)*100
Category Promoters and	r/ promoter group Mode of Voting E-voting	are interested in No. of shares held (1)	the Agenda/resc No of Valid Votes Polled	Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	Against (5)	% of votes in favour on Votes Polled (6)=(4)/(2)*100	% of votes against on Votes Polled (7)=(5)/(2)*100 0.0000
5. Ordinary Resolut Whether promoter Category Promoters and Promoter Group	r/ promoter group Mode of Voting E-voting Postal Ballot	are interested in No. of shares held	the Agenda/reso No of Valid Votes Polled (2) 69488181.00	Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000	No. of Votes in Favour (4) 69488181.00	Against (5) 0.00	% of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000	% of votes against on Votes Polled (7)=(5)/(2)*100 0.0000 0.0000
Category Promoters and Promoter Group	r/ promoter group Mode of Voting E-voting Postal Ballot Total	are interested in No. of shares held (1)	the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00	Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000	No. of Votes in Favour (4) 69488181.00 0.00	Against (5) 0.00 0.00	% of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 0.0000	% of votes against on Votes Polled (7)=(5)/(2)*100 0.0000 0.0000
5. Ordinary Resolut Whether promoter Category Promoters and Promoter Group	r/ promoter group Mode of Voting E-voting Postal Ballot Total E-voting	are interested in No. of shares held (1) 69,488,181	the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00 69488181.00	Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 100.0000	No. of Votes in Favour (4) 69488181.00 0.00 69488181.00	Against (5) 0.00 0.00 0.00	% of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 0.0000 100.0000	% of votes against on Votes Polled (7)=(5)/(2)*100 0.000 0.000 2.303
Category Promoters and Promoter Group Public-	r/ promoter group Mode of Voting E-voting Postal Ballot Total E-voting Postal Ballot	are interested in No. of shares held (1)	the Agenda/resc No of Valid Votes Polled (2) 69488181.00 0.00 69488181.00 95122643.00 0.00	Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 100.0000 87.1400	No. of Votes in Favour (4) 69488181.00 0.00 69488181.00 92931665.00	Against (5) 0.00 0.00 2190978.00	% of votes in favour on Votes Polled (6)=(4)/(2)*100 0.0000 0.0000 100.0000 97.6967	% of votes against on Votes Polled (7)=(5)/(2)*100 0.000 0.000 2.303 0.000
Category Promoters and Promoter Group T Public- Institutions	r/ promoter group Mode of Voting E-voting Postal Ballot Total E-voting Postal Ballot Total	are interested in No. of shares held (1) 69,488,181	the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00 95122643.00 0.00 95122643.00	Vertician % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 100.0000 87.1400 0.0000	No. of Votes in Favour (4) 69488181.00 0.00 69488181.00 92931665.00 0.00	Against (5) 0.00 0.00 2190978.00 0.00	% of votes in favour on Votes Polled (6)=(4)/(2)*100 0.0000 0.0000 97.6967 0.0000	% of votes against on Votes Polled (7)=(5)/(2)*100 0.000 0.000 2.303 0.000 2.303
Category  Promoters and Promoter Group  Public- Institutions  Public- Institutions  Public- Institutions  Public- Institutions I I I I I I I I I I I I I I I I I I I	r/ promoter group Mode of Voting E-voting Postal Ballot Total E-voting Postal Ballot Total E-voting Postal Ballot Total E-voting	are interested in No. of shares held (1) 69,488,181 109,160,759	the Agenda/resc No of Valid Votes Polled (2) 69488181.00 0.00 69488181.00 95122643.00 0.00	Vertician % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 100.0000 87.1400 0.0000 87.1400	No. of Votes in Favour (4) 69488181.00 0.00 69488181.00 92931665.00 0.00 92931665.00	Against (5) 0.00 0.00 2190978.00 0.00 2190978.00	% of votes in favour on Votes Polled (6)=(4)/(2)*100 100.0000 0.0000 97.6967 0.0000 97.6967	% of votes against on Votes Polled (7)=(5)/(2)*100 0.000 0.000 2.303 0.000 2.303 0.000 2.303
Category  Promoters and Promoter Group  Public- Institutions  Public-Non Institutions	r/ promoter group Mode of Voting E-voting Postal Ballot Total E-voting Postal Ballot Total	are interested in No. of shares held (1) 69,488,181	the Agenda/reso No of Valid Votes Polled (2) 69488181.00 0.00 69488181.00 95122643.00 0.00 95122643.00 555089.00	Aution % of Votes Polled on Outstanding Shares (3)=(2)/(1)*100 100.0000 0.0000 100.0000 87.1400 0.0000 87.1400 2.6221	No. of Votes in Favour (4) 69488181.00 0.00 69488181.00 92931665.00 0.00 92931665.00 552686.00	Against (5) 0.00 0.00 2190978.00 0.00 2190978.00 2190978.00 2403.00	% of votes in favour on Votes Polled (6)=(4)/(2)*100 0.0000 0.0000 97.6967 0.0000 97.6967 99.5671 0.0000	% of votes against on Votes Polled (7)=(5)/(2)*100 0.000 0.000 2.303 0.000 2.303 0.432 0.000

Whether promot	er/ promoter group	are interested in	the Agenda/reso	lution			Ν	10
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and	E-voting		69488181.00	100.0000	69488181.00	0.00	100.0000	0.0000
Promoter Group	Postal Ballot	69,488,181	0.00	0.0000	0.00	0.00	0.0000	0.0000
Fromoter Group	Total		69488181.00	100.0000	69488181.00	0.00	100.0000	0.0000
Public-	E-voting		95126243.00	87.1433	90657722.00	4468521.00	95.3025	4.6975
Institutions	Postal Ballot	109,160,759	0.00	0.0000	0.00	0.00	0.0000	0.0000
Institutions	Total		95126243.00	87.1433	90657722.00	4468521.00	95.3025	4.6975
Public-Non	E-voting		555073.00	2.6220	549327.00	5746.00	98.9648	1.0352
	Postal Ballot	21,169,713	0.00	0.0000	0.00	0.00	0.0000	0.0000
Institutions	Total		555073.00	2.6220	549327.00	5746.00	98.9648	1.0352
Total		199818653	165169497.00	82.6597	160695230.00	4474267.00	97.2911	2.7089

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# SANJAY GROVER & ASSOCIATES COMPANY SECRETARIES

B-88, 1<sup>sr</sup> Floor, Defence Colony, New Delhi - 110 024 Tel. : (011) 4679 0000, Fax : (011) 4679 0012 e-mail : contact@cssanjaygrover.in website : www.cssanjaygrover.in

#### **Consolidated Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended]

To,

The Chairman HERO MOTOCORP LIMITED (CIN: L35911DL1984PLC017354) The Grand Plaza, Plot No. 2 Nelson Mandela Road, Vasant Kunj - Phase-II New Delhi - 110070

#### Dear Sir,

I, Devesh Kumar Vasisht, Partner, M/s Sanjay Grover & Associates, Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of Hero Motocorp Limited ("the Company") in its meeting held on **03<sup>rd</sup> May 2022** for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting during the **39<sup>th</sup>** Annual General Meeting ('AGM'), under the provisions of Section 108 of the Act read with the Rules and General Circular Nos. 14/2020 dated April 08, 2020, General Circular Nos. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, and General Circular No. 2/2022 dated May 5, 2022, respectively ("MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") from time to time and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulation") and other applicable laws and regulations (including any statutory modifications or reenactments thereof, for the time being in force) in respect of the resolution as mentioned in AGM notice dated June 27, 2022 ("AGM Notice") for 39<sup>th</sup> AGM of the Company held on Tuesday, August 9, 2022, at 11:30 A.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility.



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I submit my report as under:-

- The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder and (ii) the MCA Circulars; and (iii) the LODR Regulations related to e-voting in respect of the resolutions contained in the AGM Notice including the dispatch of notice to the shareholders and also for ensure a secured framework for e-voting.
- My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the report generated from the e-voting system provided by NSDL.
- 3. The remote e-voting period commenced on Friday, August 5, 2022 at 09:00 A.M (IST) and ended on Monday, August 8, 2022 at 05:00 P.M (IST) via e-voting platform on the designated website of NSDL, Authorized Agency to provide e-voting facility viz: www.evoting.nsdl.com. The Company provided e-voting facility to the Members who participated/ attended the AGM through VC/OAVM to enable such Members to cast their vote, if they had not cast their vote earlier through remote e-voting.
- 4. The Members of the Company as on the "cut off" date i.e. August 2, 2022 were entitled to avail the facility of remote e-voting as well as e-voting at AGM (herein collectively referred as "e-votes/ e-voting") on the proposed resolutions as set out in the AGM Notice.
- 5. The total paid up Equity Share Capital of the Company as on "cut off" date i.e. August 2, 2022 was Rs. 39,96,37,306 (Rupees thirty nine crore ninety six lakh thirty seven thousand three hundred six) divided into 19,98,18,653 (Nineteen crore ninety eight lakh eighteen thousand six hundred fifty three) Equity Shares of Rs. 2/- (Rupees Two only) each.
- 6. After completion of e-voting at the AGM, the e-votes cast by the Shareholders were unblocked in the presence of two witnesses i.e. Mr. Vipin Dhameja and Mr. Ayush Arya who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

19/10/12

Mr. Vipin Dhameja

7. The data of e-votes was diligently scrutinized and reconciled with the records maintained by the KFIN Technologies Limited, Registrar and Share Transfer Agent ("RTA") of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.



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8. The consolidated summary of results of e-voting are as under:

Resolution No. 1: To receive, consider and adopt:

- a) The audited Standalone Financial statements of the Company for the financial year ended 31 March, 2022, the reports of the Board of Directors and Auditors thereon;
- b) The audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2022.

Ordinary Resolution							
	Nu	umber of Valid Votes					
Particulars	E-votes during the AGM	Remote E-votes	Total	Percentage			
Assent	3,073	16,43,22,147	16,43,25,220	99.619			
Dissent	1	6,29,173	6,29,174	0.381			
Total	3,074	16,49,51,320	16,49,54,394	100.00			

Therefore, Resolution No. 1 has been approved with requisite majority and further details of e- votes are given in <u>Annexure-A.</u>

<u>Resolution No. 2:</u> To confirm payment of interim dividend of Rs.60/- per equity share and to declare a final dividend of Rs.35/-per equity share for the financial year 2021-22.

		Ordinary Resolution		
	N	umber of Valid Votes		
Particulars	E-votes during the AGM	Remote E-votes	Total	– Percentage
Assent	3,073	16,51,75,355	16,51,78,428	99.999
Dissent	1	886	887	0.001
Total	3,074	16,51,76,241	16,51,79,315	100.00

Therefore, Resolution No. 2 has been approved with requisite majority and further details of e-votes are given in <u>Annexure-B</u>.



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<u>Resolution No. 3:</u> To appoint a Director in place of Mr. Vikram Sitaram Kasbekar (DIN: 00985182), who retires by rotation and being eligible, offers himself for re-appointment.

		Ordinary Resolution		
	N	umber of Valid Votes		1.7
Particulars	E-votes during the AGM	Remote E-votes	Total	Percentage
Assent	3,073	16,26,97,555	16,27,00,628	98.505
Dissent	1	24,69,036	24,69,037	1.495
Total	3,074	16,51,66,591	16,51,69,665	100.00

Therefore, the Resolution No. 3 has been approved with requisite majority and further details of e-votes are given in <u>Annexure-C</u>.

Resolution No. 4: To appoint Statutory Auditors of the Company and fix their remuneration.

Ordinary Resolution						
inger f	N	umber of Valid Votes	Lais public de			
Particulars	E-votes during the AGM	Remote E-votes	Total	Percentage		
Assent	3,073	16,51,65,058	16,51,68,131	99.999		
Dissent	1	1,436	1,437	0.001		
Total	3,074	16,51,66,494	16,51,69,568	100.00		

Therefore, the Resolution No. 4 has been approved with requisite majority and further details of e-votes are given in <u>Annexure-D</u>.



and at several	the set of a long strike.	Ordinary Resolution	and house the set	Carlo	
	N	umber of Valid Votes	Printing Interes		
Particulars	E-votes during the AGM	Remote E-votes	Total	Percentage	
Assent	3,073	16,29,69,459	16,29,72,532	98.672	
Dissent	1	21,93,380	21,93,381	1.328	
Total	3,074	16,51,62,839	16,51,65,913	100.00	

Resolution No. 5: Ratification of remuneration of Cost Auditors for financial year 2022-23.

Therefore, the Resolution No. 5 has been approved with requisite majority and further details of e-votes are given in <u>Annexure-E</u>.

<u>Resolution No. 6:</u> Re- appointment of Mr. Vikram Sitaram Kasbekar (DIN: 00985182) as a Whole-time Director of the Company.

		Ordinary Resolution		
	N	umber of Valid Votes		T
Particulars	E-votes during the AGM	Remote E-votes	Total	Percentage
Assent	3,073	16,06,92,157	16,06,95,230	97.291
Dissent	1	44,74,266	44,74,267	2.709
Total	3,074	16,51,66,423	16,51,69,497	100.00

Therefore, the Resolution No. 6 has been approved with requisite majority and further details of e-votes are given in <u>Annexure-F</u>



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9. The register containing the details of e-voting is under my safe custody and will be handed over to the Chairman of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

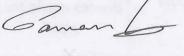
#### Thanking You

For Sanjay Grover & Associates Company Secretaries

Deal 91 Vasishl

Devesh Kumar Vasisht Partner Scrutinizer CP No.: 13700 / M. No.: F8488 UDIN: F008488D000769160 Date: 09<sup>th</sup> August 2022 Place: New Delhi





Countersigned by Authorized Signatory Dr. Pawan Munjal Chairman & CEO Hero MotoCorp Utd.

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Details of e-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e- voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	10	3,074	6,148
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	10	3,074	6,148
d) Votes with Assent	9	3,073	6,146
e) Votes with Dissent	1	1	2 .

# A2. VOTING THROUGH REMOTE E-VOTING:

the second s		
2,174	16,49,51,320	32,99,02,640
0	0	0
2,174	16,49,51,320	32,99,02,640
2,135	16,43,22,147	32,86,44,294
42	6,29,173	12,58,346
	0 2,174 2,135	0         0           2,174         16,49,51,320           2,135         16,43,22,147

There were 3 (three) shareholders who voted partially in favour of the resolution and partially against the resolution



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#### Annexure - B

Details of e-voting during the AGM & remote e-voting for Resolution No.-2 are as under: B1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e- voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	10	3,074	6,148
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	10	3,074	6,148
d) Votes with Assent	9	3,073	6,146
e) Votes with Dissent	1	1	2

## B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e- voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	2191	16,51,76,241	33,03,52,482
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	2191	16,51,76,241	33,03,52,482
d) Votes with Assent	2159	16,51,75,355	33,03,50,710
e) Votes with Dissent	32	886	1,772



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Details of e-voting during the AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e- voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	10	3,074	6,148
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	10	3,074	6,148
d) Votes with Assent	9	3,073	6,146
e) Votes with Dissent	1	1	2

# C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e- voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	2,178	16,51,66,591	33,03,33,182
b) Less: Invalid Votes	0	0	0 .
c) Net Valid Votes	2,178	16,51,66,591	33,03,33,182
d) Votes with Assent*	2,078	16,26,97,555	32,53,95,110
e) Votes with Dissent*	103	24,69,036	49,38,072

\*There were 3 (three) shareholders who voted partially in favour of the resolution and partially against the resolution



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## Annexure - D

Details of e-voting during the AGM & remote e-voting for Resolution No.- 4 are as under: D1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e- voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	10	3,074	6,148
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	10	3,074	6,148
d) Votes with Assent	9 .	3,073	6,146
e) Votes with Dissent	1	1	2

## D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e- voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	2,178	16,51,66,494	33,03,32,988
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	2,178	16,51,66,494	33,03,32,988
d) Votes with Assent	2,136	16,51,65,058	33,03,30,116
e) Votes with Dissent	42	1,436	2,872



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## Annexure - E

Details of e-voting during the AGM & remote e-voting for Resolution No.-5 are as under:

E1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e- voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	10	3,074	6,148
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	10	3,074	6,148
d) Votes with Assent	9	3,073	6,146
e) Votes with Dissent	1	1	2

# E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e- voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	2,174	16,51,62,839	33,03,25,678
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	2,174	16,51,62,839	33,03,25,678
d) Votes with Assent	2,086	16,29,69,459	32,59,38,918
e) Votes with Dissent	88	21,93,380	43,86,760



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#### Annexure - F

Details of e-voting during the AGM & remote e-voting for Resolution No.-6 are as under: F1. VOTING THROUGH E-VOTING DURING THE AGM:

Particulars	No. of e- voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	10	3,074	6,148
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	10	3,074	6,148
d) Votes with Assent	9	3,073	6,146
e) Votes with Dissent	1	1	2

## F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e- voters	No. of Equity Shares	Paid up value of the Equity Shares (In Rs.)
a) Total Votes received	2,176	16,51,66,423	33,03,32,846
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	2,176	16,51,66,423	33,03,32,846
d) Votes with Assent*	2,041	16,06,92,157	32,13,84,314
e) Votes with Dissent*	138	44,74,266	89,48,532

\*There were 3 (three) shareholders who voted partially in favour of the resolution and partially against the resolution.



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