

July 14, 2017

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**  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001  
Scrip Code: 500182

**Sub: Proceedings of AGM, Voting Results and Consolidated Scrutinizer's Report.**

Dear Sir,

We wish to inform that the 34<sup>th</sup> Annual General Meeting of the company was held today, viz. July 14, 2017. Accordingly, in this regard, please find attached herewith the following:

1. Proceedings of Annual General Meeting in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Voting Results of the Annual General Meeting in compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Consolidated Scrutinizer's Report in compliance with Rule 20 of Companies (Management and Administration) Rules, 2014.
4. Annual Report for the financial year 2016-17 as required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, duly approved and adopted by the members at the AGM.

This is for your information and further dissemination.

Thanking You,

**For Hero MotoCorp Ltd.**



**(Neerja Sharma)**  
**Company Secretary**

Encl.: as above

**Hero MotoCorp Ltd.**

**Regd. Office:** 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057, India  
Tel. +91-11-26142451, 46044100, Fax +91-11-26143321, 26143198  
HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN NO.: AAACH0812J

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</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

### Scrutinizer's Report

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

To,

The Chairman  
**Hero Motocorp Limited**  
(CIN: L35911DL1984PLC017354)  
34, Community Centre,  
Basant Lok, Vasant Vihar  
New Delhi -110057

Dear Sir,

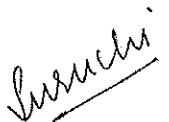
I, Sanjay Grover, Practicing Company Secretary, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing Annual General Meeting (AGM) and voting process i.e. remote e-Voting and voting through ballot paper (Poll) at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended till date) on the resolution(s) mentioned in Notice dated May 10, 2017 for 34<sup>th</sup> AGM of the Equity Shareholders of the Company held on 14<sup>th</sup> day of July 2017 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010.

I submit my report as under:-

1. The remote e-voting period commenced on Tuesday, July 11, 2017 at 09:00 A.M. and ended on Thursday, July 13, 2017 at 05:00 P.M. on the designated website via Karvy e-voting platform.



2. The Shareholders of the Company as on the "cut off" date i.e. Friday, July 07, 2017 were entitled to avail the facility of remote e-voting as well as voting through polling papers at the Annual General Meeting on the proposed resolutions (item no. 1 to 5) as set out in the Notice dated May 10, 2017.
3. The total paid up Equity Share Capital of the Company as on July 07, 2017 was Rs. 39,93,93,676/- (Rupees Thirty Nine Crores Ninety Three Lakhs Ninety Three Thousand Six Hundred and Seventy Six Only) divided into 19,96,96,838 (Nineteen Crores Ninety Six Lakh Ninety Six Thousand Eight Hundred and Thirty Eight) equity shares of Rs. 2/- (Rupees Two Only) each.
4. The Chairman ordered for poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended up to date.
5. Two ballot boxes were kept for polling and the ballot boxes were locked in my presence.
6. After completion of Poll at the AGM at 11:18 A.M. the ballot boxes were opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/ Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.
7. The ballots, which were incomplete and/ or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
8. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Ms. Suruchi Jassi R/o 80/301, Sector-I, Gole Market, DIZ Area, New Delhi-110001 and Mr. Viresh Luthra R/o C-41, Hari Nagar Clock Tower, New Delhi-110064 who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Suruchi Jassi

  
Viresh Luthra



9. The number of promoter shareholders for this report is considered on the basis of their PAN and not on the basis of number of folio(s) held by them.
10. The consolidated summary of results of remote e-voting and poll at AGM are as under:  
**Resolution No. 1-** To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Directors' and Auditors' thereon and the consolidated audited financial statements of the Company for the financial year ended March 31, 2017.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	2,15,668	16,38,69,262	16,40,84,930	100.0000
Dissent	1	1	2	.0.0000
Total	2,15,669	16,38,69,263	16,40,84,932	100.0000

Therefore, the resolution No. 1 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure- A.

**Resolution No.2-** To confirm payment of interim dividend of Rs. 55/- per equity share and to declare a final dividend of Rs. 30/- per equity share for financial year 2016-17

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	2,15,668	16,39,08,100	16,41,23,768	100.0000
Dissent	1	5	6	0.0000
Total	2,15,669	16,39,08,105	16,41,23,774	100.0000

Therefore, the resolution No. 2 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure B.



**Resolution No. 3-** Re-appointment of Mr. Vikram Sitaram Kasbekar (DIN: 00985182), Director, liable to retire by rotation

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	2,15,668	16,27,10,905	16,29,26,573	99.2706
Dissent	1	11,97,170	11,97,171	0.7294
Total	2,15,669	16,39,08,075	16,41,23,744	100.0000

Therefore, the resolution No. 3 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure C.**

**Resolution No. 4-** Appointment of M/s BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), Statutory Auditors of the Company for a period of five years and to fix their remuneration.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	2,15,668	16,28,59,738	16,30,75,406	99.3612
Dissent	1	10,48,367	10,48,368	0.6388
Total	2,15,669	16,39,08,105	16,41,23,774	100.0000

Therefore, the resolution No. 4 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-D.**



**Resolution No. 5-** Ratification of remuneration of Cost Auditors for financial year 2017-18.

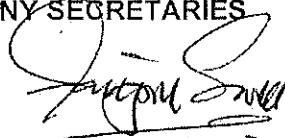
Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	2,15,668	16,39,08,100	16,41,23,768	100.0000
Dissent	1	5	6	0.0000
Total	2,15,669	16,39,08,105	16,41,23,774	100.0000

Therefore, the resolution No. 5 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-E**.

- The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thank you,

For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES



Sanjay Grover  
Scrutinizer  
CP No 3850

July 14, 2017  
New Delhi



Countersigned by



Chairman

July 14, 2017  
New Delhi

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

**A1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	91	2,15,669	4,31,338
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	91	2,15,669	4,31,338
d) Votes with assent	90	215,668	4,31,336
e) Votes with dissent	1	1	2

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	877	16,38,69,263	32,77,38,526
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	877	16,38,69,263	32,77,38,526
d) Votes with assent	877	16,38,69,262	32,77,38,524
e) Votes with dissent	1	1	2



Details of poll at AGM & remote e-voting for Resolution No.- 2 are as under:

**B1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	91	2,15,669	4,31,338
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	91	2,15,669	4,31,338
d) Votes with assent	90	2,15,668	4,31,336
e) Votes with dissent	1	1	2

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	877	16,39,08,105	32,78,16,210
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	877	16,39,08,105	32,78,16,210
d) Votes with assent	875	16,39,08,100	32,78,16,200
e) Votes with dissent	2	5	10





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

**C1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	91	2,15,669	4,31,338
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	91	2,15,669	4,31,338
d) Votes with assent	90	2,15,668	4,31,336
e) Votes with dissent	1	1	2

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	876	16,39,08,075	32,78,16,150
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	876	16,39,08,075	32,78,16,150
d) Votes with assent	864	16,27,10,905	32,54,21,810
e) Votes with dissent	12	11,97,170	23,94,340



Details of poll at AGM & remote e-voting for Resolution No.-4 are as under:

**D1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	91	2,15,669	4,31,338
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	91	2,15,669	4,31,338
d) Votes with assent	90	2,15,668	4,31,336
e) Votes with dissent	1	1	2

**D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	877	16,39,08,105	32,78,16,210
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	877	16,39,08,105	32,78,16,210
d) Votes with assent	866	16,28,59,738	32,57,19,476
e) Votes with dissent	11	10,48,367	20,96,734



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

**E1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	91	2,15,669	4,31,338
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	91	2,15,669	4,31,338
d) Votes with assent	90	2,15,668	4,31,336
e) Votes with dissent	1	1	2

**E2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	877	16,39,08,105	32,78,16,210
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	877	16,39,08,105	32,78,16,210
d) Votes with assent	875	16,39,08,100	32,78,16,200
e) Votes with dissent	2	5	10

