



HMCL:ICK:11/14A:SECT:12

November 05, 2012

Fax/Email/Courier

Asst. Vice President,
Listing Department,
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
MUMBAI - 400 051

The Secretary,
BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

Dear Sir,

Re: Disclosures as per Clause 31 and 35A of the Outcome of Court Convened Meetings of Equity Shareholders and Trade Creditors of more than Rs. 50,000 held on November 2, 2012

Further to our letter No. HMCL: ICK:11/14A:SECT:12 dated November 2, 2012 intimating the Exchanges about the outcome of Court Convened Meetings of the Equity Shareholders and Trade Creditors of more than Rs. 50,000 of the Company, held on Friday, November 2, 2012 at 10.30 A.M. and 02.30 P.M. respectively, in connection with the resolution approving the Scheme of Amalgamation of Hero Investments Private Limited (the Transferor Company) with Hero MotoCorp Limited (the Transferee Company) and their respective Shareholders and Creditors (herein after referred to as the "Scheme").

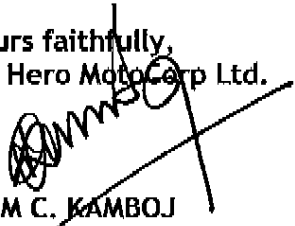
Please take note that the resolution as contained in the Notice was put to vote by poll and declared passed with requisite majority of Equity Shareholders present and voting at the meeting, as per the details given in Annexure-A with this letter.

The resolution, as contained in the notice, was put to vote by poll and declared as passed unanimously by Trade Creditors of more than Rs. 50,000 present and voting at the meeting.

Kindly take the same on record.

Thanking you,

Yours faithfully,
for Hero MotoCorp Ltd.



ILAM C. KAMBOJ

Sr. G.M. - Legal & Company Secretary

Encl: a/a

Annexure as per Clause 35A

Details of Voting Results of the meeting as per format prescribed in the Listing Agreement

Date of the Court Convened Meeting of shareholders		2-Nov-12
Total number of shareholders on 07-09-2012		75703
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group:		16
Public:		543
No. of shareholders attended the meeting through Video Conferencing		
Promoters and Promoter Group:		0
Public:		0
Details of the Agenda (Agenda wise)	Scheme of Amalgamation of Hero Investments Pvt. Ltd. With Hero MotoCorp Limited	
Resolution required : (Ordinary/Special)	Requisite Majority u/s 391 of the Companies Act, 1956	
Mode of voting : (Show of hands/Poll/Postal ballot/E-voting)	Poll	

In case of Poll/Postal ballot/E-voting

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstandi ng 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
Promoter and Promoter Group	104227010	104227010	100.00	104227010	0	100.00	0.00
Public - Institutional holders	34162309	33607346	98.38	32587348	1019998	96.96	3.04
Public - Others	34537	34321	99.37	34280	41	99.88	0.12
Total	138423856	137868677	99.60	136848638	1020039	99.26	0.74