

HMCL: AGM/30 & 44(3)/09 SECT: 16

September 23, 2016

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.

Sub: Proceedings of AGM and Voting Results.

Dear Sir,

The 33rd Annual General Meeting of the Company was held today, September 23, 2016, in this regard, please find attached herewith 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.

This is for your information and further dissemination.

Thanking you.

for Hero MotoCorp Ltd.


(Neerja Sharma)
Company Secretary



Encl: As above.

Hero MotoCorp Ltd.

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HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J

Summary of Proceedings of 33rd Annual General Meeting of the Company

The 33rd Annual General Meeting of Shareholders of Hero MotoCorp Ltd. was held today, on September 23, 2016 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi 110 010. Mr. Pawan Munjal, Chairman, Managing Director and CEO of the Company, took the chair, welcomed the shareholders and introduced board members present at the meeting, viz. Mr. Vikram Sitaram Kasbekar, Mr. Suman Kant Munjal, Gen. (Retd.) V. P. Malik, Mr. Pradeep Dinodia, Mr. M. Damodaran, Ms. Shobana Kamineni and Dr. Pritam Singh. Chairman further confirmed presence of Statutory Auditors and their representative, Mr. Jaideep Bhargava, Secretarial Auditor, Mr. Arvind Kohli, Chief Financial Officer, Mr. Ravi Sud and Company Secretary, Ms. Neerja Sharma at the meeting.

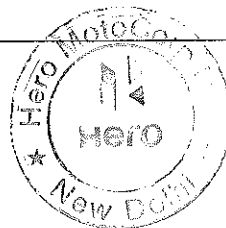
Quorum being present, the meeting was called to order by the Chairman. He informed the shareholders about the sad demise of our beloved Chairman Emeritus, Dr. Brijmohan Lall Munjal, silence of a minute was then observed to pray for the departed soul.

The Chairman then addressed the shareholders present at the meeting and briefed them about the performance of the Company during the financial year 2015-16, major events witnessed by the Company during the year and future growth prospects.

There being no adverse remarks, observations or qualifications in the Auditors' Report and the Secretarial Auditors' Report, the same were taken as read with permission of shareholders. Shareholders were then invited to ask queries/ raise their concerns (if any) which were duly responded to by the Chairman and Board Members.

The business items placed before the shareholders for approval as per the notice of the meeting were then summarized by the Chairman. He also stated that the Company had provided an option to the shareholders for voting through electronic mode viz. remote e-voting which remained open from September 19 to September 22, 2016. As per regulatory requirements the Chairman then ordered voting through ballots. The following business was then transacted at the meeting by voting through ballots:

Ordinary Business	
1	Adoption of the audited financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2016 together with the reports of the Directors and Auditors thereon.
2	Confirmation of Interim Dividend of Rs. 40/- per equity share and Declaration of Final Dividend of Rs. 32/- per equity share for the financial year ended March 31, 2016.



3	Re-appointment of Mr. Suman Kant Munjal (DIN 00002803), Director retiring by rotation.
4.	Ratification of the Appointment of Statutory Auditors and fixing their Remuneration.
Special Business	
5.	Appointment of Mr. Paul Bradford Edgerley (DIN: 02213279) as an Independent Director of the Company.
6.	Re-appointment of Mr. Pawan Munjal (DIN: 00004223) as the Chairman, Managing Director & CEO of the Company and approval of remuneration and other terms and conditions of his appointment.
7.	Appointment of Mr. Vikram Sitaram Kasbekar, (DIN: 00985182) Head of Operations & Supply Chain of the Company as whole time Director and approval of remuneration and other terms and conditions of his appointment.
8.	Ratification of remuneration of Cost Auditors for FY 2015-16 and 2016-17.

The Board of Directors appointed Mr. Arvind Kohli, Practicing Company Secretary, M/s. Arvind Kohli & Associates, Gurgaon as Scrutinizer to scrutinize the remote e-voting process and voting through ballots 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 the meeting.

Thanking You.

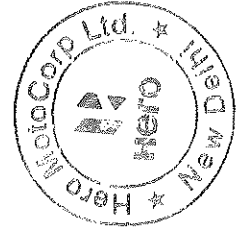
For Hero MotoCorp Limited


(Neerja Sharma)
Company Secretary

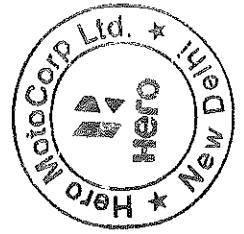


Date of the AGM/EGM	HERO MOTOCORP LTD.
Total number of shareholders on record date	23-09-2016
No. of shareholders present in the meeting either in person or through proxy:	85005
Promoters and Promoter Group:	13
Public:	1365
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2016 together with the reports of the Directors' and Auditors' thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		69133582	99.9530	69133582	0	100.0000	0.0000
	Poll			0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	69166082		0				
	Total		69133582	99.953	69133582	0	100	0
Public- Institutions	E-Voting		92466882	83.7544	92323101	143781	99.8445	0.1554
	Poll		23700	0.0215	23700	0	100.0000	0.0000
	Postal Ballot (if applicable)	110402454		0				
	Total		92490582	83.7759	92346801	143781	99.8445	0.1555
Public- Non Institutions	E-Voting		4040979	20.0815	4040967	12	99.9997	0.0002
	Poll		36786	0.1828	36786	0	100.0000	0.0000
	Postal Ballot (if applicable)	20122928		0				
	Total		4077765	20.2643	4077753	12	99.9997	0.0003
Total		199691464	155701929	82.9790	165558156	143793	99.9192	0.0808

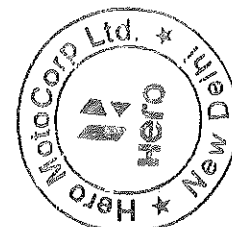


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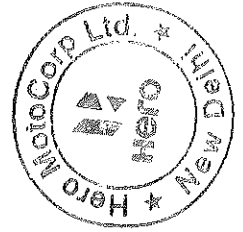
Resolution No.	2
Resolution required: (Ordinary/ Special)	ORDINARY - Confirmation of Interim Dividend of Rs. 40/- per equity share and Declaration of Final Dividend of Rs. 32/- per equity share for the financial year ended March 31, 2016.
Whether promoter/ promoter group are interested in the agenda/resolution?	No
Category	No

Resolution No.	3	ORDINARY - Re-appointment of Mr. Suman Kant Munjal (DIN 00002803), Director retiring by rotation.							
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
Category		Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting			69133582	99.9530	69133582	0	100.0000	0.0000
	Poll		69166082	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
	Total			69133582	99.953	69133582	0	100	0
Public- Institutions	E-Voting			91449474	82.8328	89722154	1727320	98.1111	1.8888
	Poll		110402454	23700	0.0215	23700	0	100.0000	0.0000
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
	Total			91473174	82.8543	89745854	1727320	98.1117	1.8883
Public- Non Institutions	E-Voting			4040977	20.0815	4040946	31	99.9992	0.0007
	Poll		20122928	36786	0.1828	36786	0	100.0000	0.0000
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
	Total			4077763	20.2643	4077732	31	99.9992	0.0008
Total			199691464	100.0000	199691464	1727351	98.9511	1.0489	



Resolution No.	4							
ORDINARY - Ratification of the Appointment of Statutory Auditors and fixing their Remuneration.								
Resolution required: (Ordinary/ Special)	No							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		69133582	99.9530	69133582	0	100.0000	0.0000
	Poll	69166082		0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)			0				
	Total		69133582	99.953	69133582	0	0.0000	0.0000
Public- Institutions	E-Voting		91301944	82.6992	86157685	5144259	94.3656	5.6343
	Poll	110402454	23700	0.0215	23700	0	100.0000	0.0000
	Postal Ballot (if applicable)			0				
	Total		91325644	82.7207	86181385	5144259	94.3671	5.6329
Public- Non Institutions	E-Voting		4040977	20.0815	4040965	12	99.9997	0.0002
	Poll	20122928	36786	0.1828	36786	0	100.0000	0.0000
	Postal Ballot (if applicable)			0				
	Total		4077763	20.2643	4077751	12	99.9997	0.0003
Total		199691464	164536369	82.3956	159392713	5144271	96.8755	3.1245

Resolution No.	5	ORDINARY - Appointment of Mr. Paul Bradford Ederley (DIN: 02213279) as an Independent Director of the Company.							
Resolution required: (Ordinary/ Special)	No								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		69133582	99.9530	69133582	0	100.0000	0.0000	
	Poll	69166082		0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)								
	Total		69133582	99.953	69133582	0	0.0000	0.0000	
Public- Institutions	E-Voting		90109670	81.6193	44470006	45639664	49.3509	50.6490	
	Poll	110402454		0.0215	23700	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total		90133370	81.6408	44493706	45639664	49.3643	50.6357	
Public- Non Institutions	E-Voting		4040927	20.0812	4040915	12	99.9997	0.0002	
	Poll	20122928		36786	36786	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total		4077713	20.264	4077701	12	99.9997	0.0003	
Total		199691464	163344665	81.7985	117704989	45639676	72.0593	27.9407	

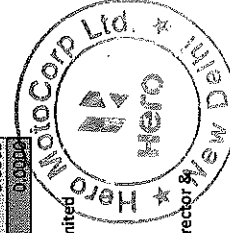


Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Pawan Munjal (DIN: 00004223) as the Chairman, Managing Director & CEO of the Company and approval of remuneration and other terms and conditions of his appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		69133582	99.9530	69133582	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	69166082						
	Total			0	0.0000	00	0	0.0000
Public- Institutions	E-Voting		69133582	99.953	69133582	0	100	0
	Poll		91099589	82.5159	86389019	4710570	94.8292	5.1707
	Postal Ballot (if applicable)	110402454	23700	0.0215	23700	0	100.0000	0.0000
	Total			0	0.0000	00	0	0.0000
Public- Non Institutions	E-Voting		91123289	82.5374	86412719	4710570	94.8306	5.1694
	Poll		4040988	20.0815	4040976	12	99.9997	0.0002
	Postal Ballot (if applicable)	20122928	36786	0.1828	36786	0	100.0000	0.0000
	Total			0	0.0000	00	0	0.0000
Total			4077774	20.2643	4077762	12	99.9997	0.0003
		199691464	164334645	82.2943	159624063	4710582	97.1335	2.8655

Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Vikram Sitaram Kasbekar, (DIN: 00985182) Head of Operations & Supply Chain of the Company as whole time Director and approval of remuneration and other terms and conditions of his appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes –in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		69133582	99.9530	69133582	0	100.0000	0.0000
	Poll			0	0.0000	00	0	0.0000
	Postal Ballot (if applicable)	69166082		0				0.0000
	Total			69133582	99.953	69133582	0	100
Public- Institutions	E-Voting		91448738	82.8322	89731386	1717352	98.1220	1.8779
	Poll		23700	0.0215	23700	0	100.0000	0.0000
	Postal Ballot (if applicable)	110402454		0				0.0000
	Total			91472438	82.8537	89755086	1717352	98.1225
Public- Non Institutions	E-Voting		4040932	20.0812	4040920	12	99.9997	0.0002
	Poll		36786	0.1828	36786	0	100.0000	0.0000
	Postal Ballot (if applicable)	20122928		0				0.0000
	Total			4077718	20.264	4077706	12	99.9997
Total		199691464	164683738	82.4691	162968374	1717364	98.9572	1.0428

Resolution No.	8								
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration of Cost Auditors for FY 2015-16 and 2016-17.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		69133582	99.9530	69133582	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	69166082							
	Total								
Public- Institutions	E-Voting		92531520	83.8129	92531520	0	100.0000	0.0000	
	Poll		23700	0.0215	23700	0	100.0000	0.0000	
	Postal Ballot (if applicable)	110402454							
	Total								
Public- Non Institutions	E-Voting		92555220	83.8344	92555220	0	100	0	
	Poll		4040977	20.0815	4040956	21	99.9994	0.0005	
	Postal Ballot (if applicable)	20122928	36786	0.1828	36786	0	100.0000	0.0000	
	Total								
Total		199691464	4077763	20.2643	4077742	21	99.9995	0.0005	
			155766565	83.0113	155766544	21	100.0000	0.0000	

Date: September 23, 2016
Place: New Delhi



For Hero MotoCorp Limited

(Signature)
(Pawan Munjal)
Chairman, Managing Director &
CEO