



August 16, 2014

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

Fax/Speed Post/Courier

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

Asst. Vice President,
Listing Department,
National Stock Exchange of India,
"Exchange Plaza",
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

Dear Sir,

Re: Notice alongwith Explanatory Statement for obtaining shareholders' consent by Postal Ballot

Pursuant to Clause 31 of the Listing Agreement, please find enclosed herewith 3 copies of the Notice dated August 5, 2014 alongwith the Statement Annexed to Notice seeking the consent of the Members by Postal Ballot for the following items:-

1. Increase in Shareholding limit for Foreign Institutional Investors (FIIs) from 40% upto an aggregate limit of 49% of the paid-up equity share capital of the Company; and
2. Approval of Employees Incentive Scheme 2014.

A copy of the Postal Ballot Form in respect of the said Ballot is also enclosed for your record.

Thanking you,

Yours faithfully,
for Hero MotoCorp Ltd.

Ilam C. Kamboj
Asso. V. P. Legal & Company Secretary

Encl: as above

Hero MotoCorp Ltd.

Regd. Office: 34, Basant Lok, Vasant Vihar, New Delhi-110057, India
Tel. +91 11 26142451, 46044100, Fax +91 11 26143321, 26143198
HeroMotoCorp.com

CIN: L35911DL1984PLC017354

Email ID: secretarialho@heromotocorp.com



Hero MotoCorp Limited

Registered Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi, 110 057

CIN: L35911DL1984PLC017354 Phone: 011-4604 4100 Fax: 011-2615 2659

Email: secretarialho@heromotocorp.com, Website: www.heromotocorp.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder)

Dear Member,

Sub: Passing of Resolutions by Postal Ballot

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below is proposed to be passed as Special Resolutions by way of Postal Ballot including e-voting. A Statement setting out the material facts concerning each item referred to the resolutions mentioned in the Postal Ballot and reasons thereof is annexed to the Postal Ballot Notice alongwith Postal Ballot Form (the "Form") for your consideration. The Board of Directors ("Board") has appointed Mr. Arvind Kohli, Proprietor, M/s. Arvind Kohli & Associates, Company Secretaries, (C.P. No. 2818), as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 6:30 P.M. on Thursday, September 18, 2014.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Postal Ballot Notice and instructions overleaf the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot would be announced by the Chairman or the Asst. V.P. Legal & Company Secretary of the Company at 12:00 Noon, Monday, September 22, 2014 at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed, published in the newspapers and displayed alongwith the Scrutinizer's report on the Company's website viz. www.heromotocorp.com.

To consider and, if thought fit, to pass with or without modification, if any, the following Resolutions as Special Resolution:-

1. **Increase in Shareholding limit for Foreign Institutional Investors (FIIs) from 40% upto an aggregate limit of 49% of the paid-up equity share capital of the Company.**

"RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable Acts, Laws, Rules, Regulations, Circulars, Directions, Notifications, Press Notes and Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include a duly authorized Committee of Directors for the time being exercising the powers conferred by the Board, consent of the members of the Company be and is hereby accorded to the Board to permit Foreign Institutional Investors (FIIs) registered with The Securities and Exchange Board of India (SEBI) to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts or Foreign Portfolio Investors by whatever name called, to make investment in any manner in the equity shares of the Company upto an aggregate limit of 49% (Forty Nine percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force)

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including raising limit from 40% to aggregate limit of 49% in one or more tranches without requiring to secure any further consent or approval of the members of the Company and delegation of all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company including of informing the concerned authorities or other regulatory bodies".

2. **Approval of Employees Incentive Scheme 2014**

"RESOLVED THAT in accordance with the provisions contained in the Memorandum and Articles of Association and pursuant to the provisions of Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the provisions contained in the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the Guidelines") and such other applicable laws (including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committees thereof, including the Nomination and Remuneration Committee which the Board might constitute (hereinafter referred to as "the Committee") to exercise its powers, including the powers conferred by this resolution), consent of the

members of the Company be and is hereby accorded to the Board, to introduce, offer, issue, and allot at any time to or to the benefit of employees who are in permanent employment of the Company, whether working in India or out of India, including directors of the Company or to the persons who are in employment of the Holding/ Subsidiary companies of the Company but excluding Promoter, Promoter Group, and Independent Director, and to such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and regulations prevailing from time to time (all such persons are hereinafter collectively referred to as "Employees") under a Scheme titled "Employee Incentive Scheme 2014 - Options, and Restricted Stock Units", (hereinafter referred to as the "Employee Incentive Scheme 2014" or "the Scheme"), such number of equity shares of the Company not exceeding 49,90,000 (forty nine lacs ninety thousand only) under the Employee Incentive Scheme 2014, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board or Nomination and Remuneration Committee in accordance with the provisions of the law or guidelines issued by the relevant authority; each Option and/ or Restricted Stock Unit so granted would be exercisable for 1 (one) equity share of a face value of Rs. 2 (two) each fully paid-up in accordance with the terms and conditions of the Employee Incentive Scheme 2014.

RESOLVED FURTHER THAT the equity shares as may be issued pursuant to exercise of Options and/or Restricted Stock Units so issued under the Employee Incentive Scheme 2014 together with the equity shares to be issued pursuant to exercise of Options under the Employee Stock Option Plan 2012 Scheme shall not exceed 2.5% of the issued and paid up equity share capital of the Company at all times (which shall be adjusted in lieu of adjustments/re-organisation of capital structure of the Company from time to time).

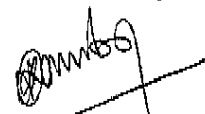
RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division of the Company and others, the Board/ Nomination and Remuneration Committee is authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Employee Incentive Scheme 2014 are passed on to the Employees.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to issue and allot equity shares upon exercise of Options and/or Restricted Stock Units from time to time in accordance with the Employee Incentive Scheme 2014 and such equity shares shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time in its sole discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committee, with power to further delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard".

By Order of the Board
For Hero MotoCorp Ltd.



Iram C. Kamboj
Asso. V.P. - Legal & Company Secretary
FCS No. 2764

New Delhi, August 5, 2014

NOTES:

1. The Statement Annexed to the Postal Ballot Notice and reasons for the aforesaid Special Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Postal Ballot Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on Friday, August 8, 2014 (EOD).
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Ordinary Share capital as on Friday, August 8, 2014 (EOD).
4. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with Karvy Computershare Pvt. Ltd. (Karvy) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
5. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company for this purpose are being sent Postal Ballot Notice by e-mail and Members who have not registered their e-mail IDs will receive Postal Ballot Notice alongwith Postal Ballot Form through Registered/Speed post /Courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link <https://evoting.karvy.com> or from the 'Investors' section on the Company's website www.heromotocorp.com.

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STATEMENT ANNEXED TO THE POSTAL BALLOT NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors (FIIs)/ SEBI approved sub-accounts of FIIs can, in aggregate, hold upto 24% of paid-up capital of the Company. However in the year 2003 the members by passing a Special Resolution enhanced the same to 40% subject to the necessary approvals. Now as per the Regulations the limit of 40% may be increased upto the sectoral cap/ statutory ceiling, as applicable, by the Company concerned by passing a Resolution by its Board of Directors followed by passing of a Special Resolution to that effect by the members.

Present holding of FIIs in Hero MotoCorp Limited is about 34% of paid up capital and the same has shown an increasing trend. To make more space for FIIs to invest in the equity of the Company, it is proposed to increase the present limit of FII shareholding in the company from 40% upto an aggregate limit of 49% of paid up equity share capital of the Company in one or more tranches as may be deemed fit by the Board of Directors.

The Special Resolution set out at Item No. 1 of the Postal Ballot Notice will also enable the FIIs to acquire shares of the Company within proposed aggregate limit of 49% of paid-up equity share capital under the Portfolio Investment Scheme of the Reserve Bank of India.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1.

The Board accordingly commends the Resolution for approval by the members of the Company as Special Resolution through Postal Ballot.

All the documents referred to in the accompanying Postal Ballot Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Registered Office of the Company during 11:00 A.M. to 1:00 P.M. on any working day, excluding Saturday and Sunday.

Item No. 2

The Board of Directors ("Board") of your Company have decided to introduce new Employee Incentive Scheme namely Employees Incentive Scheme 2014 - Options & Restricted Stock Units ("Employee Incentive Scheme 2014" or "the Scheme") in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereafter referred to as "SEBI Guidelines") with the objective to attract, retain and motivate employees as well as to reward employees for their performance and association with the Company and motivate them to contribute to the growth and profitability of the Company. The Employee Incentive Scheme 2014 will enable the Company to align Employee's goals and interests with those of the Company and its shareholders and to not only to retain best talents but also enable the employees to develop a sense of ownership with the organization.

The new Employee Incentive Scheme 2014 will be in furtherance to the existing "Employee Stock Option Plan 2012 Scheme" under which the Company had earlier resolved to issue Options to the employees exercisable into not more than 20,00,000 (twenty lacs) Equity Shares of the Company with each such Option conferring a right upon the employee to apply for 1 (one) equity Share of the Company in accordance with the terms and conditions of the said scheme.

The Options and RSUs shares will be granted with flexibility in terms of Vesting Period, Vesting Schedule, Exercise Period, Exercise Price etc. and that the total number of Options already granted under the Employee Stock Option Plan 2012 Scheme and that the total number of Options and, RSUs to be granted under the new Employee Incentive Scheme 2014 shall not exceed 2.5% of the issued and paid up equity share capital of the Company at all times (which shall be adjusted in lieu of adjustments/re-organisation of capital structure of the Company from time to time).

Clause 6.1 of SEBI Guidelines requires the approval of the Company's Shareholders by means of a Special Resolution for offer of shares to employees of the Company under any Employee Stock Option Scheme by whatever name called.

The salient features of the Employee Incentive Scheme 2014 are mentioned as under:

1. Total number of Options/ RSUs to be granted

The aggregate number of Options and/or Restricted Stock Units (RSUs) to be granted under the said Employee Incentive Scheme 2014 shall not be more than 49,90,000 (forty nine lacs ninety thousand) equity shares of the Company of the face value of Rs. 2 each. The Options and/or RSUs to be granted shall be in one or more tranches, whereby each such Options and/or RSU, as the case may be, confers a right upon the Employee to apply for 1 (one) equity Share of Rs. 2/- each of the Company, in accordance with the terms and conditions of such issue.

The aggregate number of Options and/or RSUs that may be granted to the Employees under the Employee Incentive Scheme 2014 and the option granted to the Employees by the Company under the ESOP 2012 Scheme (the one-time scheme which was established by the Company with effect from April 1, 2012 under which the Company had resolved to issue Employee Stock Options exercisable into not more than 20,00,000 (Twenty lacs) Equity Shares with each such option conferring a right upon the employee to apply for 1 (one) equity share of the Company, in accordance with the terms and conditions of such issue) shall collectively should not exceed, at all times, 2.5% of the issued and paid-up equity share capital of the Company.

2. Identification of class of employees entitled to participate in the Employee Incentive Scheme 2014

All permanent employees of the Company working in India or out of India and Directors (whether Managing/ Whole Time Director or not) (except for those who either by themselves or through their relatives or through any body corporate hold directly or indirectly more than 10 % of the issued and subscribed share capital of the Company) of the Company and its Holding Company or Subsidiaries (excluding promoters and employees belonging to Promoter Companies) and further excluding Independent Director as may be decided by the Nomination and Remuneration Committee, from time to time would be entitled to Options and/or RSUs under the Employee Incentive Scheme 2014.

However, the employees would be granted Options and/or RSUs based on performance, merit, grade, conduct and length of service of the Employee and such other criteria as the Nomination and Remuneration Committee may, in its absolute discretion decide.

The Option and/or RSUs granted to an employee will not be transferable or assignable to any person except in the event of death of the grantee and the Option and/or RSUs shall be exercisable, during such employee's lifetime, only by him or by his Beneficiary in accordance with the Employee Incentive Scheme 2014. The Option and/or RSUs granted shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner, at any time.

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3. **Requirements of vesting and period of vesting**

The vesting shall take place as per applicable laws and regulations prevailing from time to time, from the date of grant of Options and/or RSUs. The Nomination and Remuneration Committee may, in its discretion, lay down certain performance parameters subject to which Options and/or RSUs would vest. The requirements of vesting and period of vesting shall be mentioned in the Letter of grant.

4. **Exercise period and process of exercise**

The exercise period will commence from the date of vesting and will expire on completion of 1 (one) year from the date of granting of Options and/or RSUs. The Options and/or RSUs will be exercisable by the Employees by a written application to the Company to exercise the Options and/or RSUs in such manner, and on execution of such documents, as may be prescribed by the Nomination and Remuneration Committee from time to time. The Options and/or RSUs will lapse if not exercised within the specified Exercise Period.

In respect of employees who resign from the services of the Company, all Unvested Options and/or Unvested RSUs on the date of submission of resignation shall expire and stand terminated with effect from that date. However, all Vested Options and/or Vested RSUs as on that date shall be exercisable by the Option Grantee immediately on or before the last working day in the Company. Special provisions shall apply in case of death, disability, retirement or misconduct of any employee. Any eligible employee may exercise the Options and/or RSUs vested in him/her during the exercise period by submitting requisite documents.

5. **Exercise Price or Pricing Formula**

The exercise price per Option and/or RSUs may be decided by the Nomination and Remuneration Committee at the time of grant. The Nomination and Remuneration Committee, if decide unanimously at their meeting, has the power to vary the aforesaid Exercise Price among the different categories/levels of the employees.

6. **Appraisal process for determining the eligibility of employees**

The appraisal process for determining the eligibility of the Employees will be specified by the Nomination and Remuneration Committee, and will be based on criteria such as role/level of the Employee, past performance record, future potential of the Employee, balance number of years of service until normal retirement age and/or such other criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion.

7. **Maximum number of Options to be granted per employee and in the aggregate**

The number of Options that should be granted to an employee under the Employee Incentive Scheme 2014 shall be decided by the Nomination and Remuneration Committee. However, no employee shall be granted, in any fiscal year of the Company, Options and/or RSUs to purchase more than or equaling to 1 (one) % of the Issued and paid up share capital as on the date of grant (excluding outstanding Options and/or RSUs and conversions) unless approval of members in the general meeting by way of separate resolution has been obtained.

8. **Adjustments in case of Corporate Actions**

A fair and reasonable adjustment shall be made by the Nomination and Remuneration Committee to the number of Options and/or RSUs and to the exercise price in case of Corporate Actions such as Rights Issue, Bonus Issue, Merger, Sale of Divisions and others between the date of grant of Options and/or RSUs and the exercise of the Options and/or RSUs.

9. **Accounting Policies**

The Company shall conform to the accounting policies specified in the SEBI Guidelines, and/or such other guidelines or accounting standards as may be applicable, from time to time.

As the Scheme will entail further shares to be offered to persons other than existing shareholders of the Company, the consent of the members is sought pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of the SEBI Guidelines.

The Options and/or RSUs to be granted under the Employee Incentive Scheme 2014 shall not be treated as an offer or an invitation made to public for subscription in the securities of the Company.

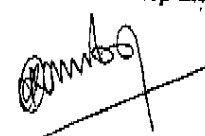
The Directors other than (i) Promoter Director and (ii) those Directors, if any, holding directly or indirectly more than 10 (Ten)% of the issued and paid up Equity Shares of the Company shall be deemed to be interested or concerned in passing of this Resolution to the extent of the benefit that may derive under the Employee Incentive Scheme 2014.

The Board accordingly commends the Resolution for approval by the members of the Company as Special Resolution through Postal Ballot.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2., except to the extent of the securities that may be offered to them under the Scheme.

All the documents referred to in the accompanying Postal Ballot Notice and Statement Annexed thereto would be available for inspection without any fee by the members at the Registered Office of the Company during 11:00 A.M. to 1:00 P.M. on any working day, excluding Saturday and Sunday.

By Order of the Board
For Hero MotoCorp Ltd.



Iram C. Kamboj
Asso. V.P. - Legal & Company Secretary
FCS No. 2764

New Delhi, August 5, 2014

S/A

**Hero MotoCorp Limited**

Registered Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi, 110 057

CIN: L35911DL1984PLC017354 Phone: 011-4604 4100 Fax: 011-2615 2659

Email: secretarialho@heromotocorp.com, Website: www.heromotocorp.com**POSTAL BALLOT FORM**

SL. No.

1. Name(s) of Sole/First
Member(s) (in block letters)
(including Joint holders, if
any)

2. Registered address of the
Sole/First named member

3. Registered Folio No./
DP ID No./Client ID No.*
(* in case of shares held in
demat form)

4. Number of equity shares held

5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot/
e-voting, by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the
appropriate box.

Item No.	Item	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Increase in Shareholding limit for Foreign Institutional Investors (FIIs) from 40% upto an aggregate limit of 49% of the paid-up equity share capital of Hero MotoCorp Limited.			
2.	Approval of Employees Incentive Scheme 2014			

Place :

Date :

Signature of the member(s)

Note: (Kindly read the instructions printed overleaf carefully before exercising your vote)

E- VOTING

Users who wish to opt for e-voting may use the following login credentials

EVEN (e-voting event no.)	User ID	Password

Please follow steps for e-voting procedure as printed overleaf carefully before exercising your vote or login to
<https://evoting.karvy.com>

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GENERAL INFORMATION

- There will be one e-voting /Ballot Form for every Client ID No. / Folio No., irrespective of the number of joint holders.
- Members can opt for only one mode of voting i.e. either by e-voting or through Ballot. In case you are opting for voting by e-voting, then please do not cast your vote by Ballot and vice versa. In case Members cast their votes both by e-voting and Ballot, the votes cast through **e-voting shall prevail** and the votes cast through Ballot form shall be considered **invalid**.
- Voting rights in the e-voting /Ballot cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorisation.
- Mr. Arvind Kohli, Proprietor, M/s. Arvind Kohli & Associates, Company Secretaries, (C.R. No. 2818), has been appointed as Scrutiniser for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Process for members opting for voting by Postal Ballot

- Members desiring to cast their vote by Ballot should complete and sign this Ballot Form and send it to the Scrutinizer, Mr. Arvind Kohli, Proprietor, M/s. Arvind Kohli & Associates, Company Secretary, (C.R. No. 2818), in the enclosed postage prepaid self-addressed envelope. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- In case of joint holding, this Ballot Form should be completed and signed by the First named Member and in his absence by the next named Member.
- In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution/ appropriate authorization, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- The signature of the Member on this Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- Completed Ballot Forms should reach the Scrutinizer no later than the close of working hours i.e. **8:30 P.M. on Thursday, September 18, 2014**. Ballot Forms received after this date will be considered invalid.
- Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- A Member seeking duplicate Ballot Form or having any grievance pertaining to the Ballot process can write to the Company's Registrars- Karvy Computershare Pvt. Limited, (unit Hero MotoCorp Ltd.) Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081 or to the e-mail ID elrward.rls@karvy.com. Duly completed and signed duplicate Ballot Forms should, however, reach the Scrutinizer no later than the close of working hours i.e. **8:30 P.M. on Thursday, September 18, 2014**.
- Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Ballot" point (c) above) alongwith the Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

Process for members opting for e-voting

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Postal Ballot Notice) and Clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the items of business given in the Postal Ballot Notice through electronic voting system, to members holding equity shares as on **Friday, August 8, 2014 (EOD)** being the Cut-off date (Cut-off date for the purpose of Rule 20 (3) (vi) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Karvy Computershare Pvt. Ltd. ("Karvy").

The instructions for e-voting are as under:

- Use the following URL for e-voting: <https://evoting.karvy.com>
- Enter the login credentials i.e., User ID and Password mentioned in your email/ Ballot Form. Your Folio No/DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- After entering the details appropriately, click on "LOGIN".
- You will reach the Password change menu wherein you are required to mandatorily change your Password. The new Password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e. Hero MotoCorp Ltd.
- On the voting page, the number of shares (which represents the number of votes) as held by the member as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution, then enter all shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail arvindkohli@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name_EVENT No."
- The Portal will remain open for voting from: **Wednesday, August 20, 2014 (8.00 A.M.) till Thursday, September 18, 2014 (8.30 P.M.)**.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the "download" section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free).
- Members may alternatively cast their votes using the Ballot Form which is sent alongwith this Postal Ballot Notice and also available on the website of the Company.