



July 19, 2012

HMCL:ICK:14A:SECT:12

Fax/Speed Post/Courier

Vice President,
Capital Markets (Operations)
National Stock Exchange of India,
"Exchange Plaza", Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir,

Re: Outcome of Board Meeting and Press Release

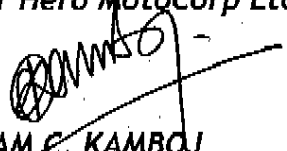
Further to our letter no. HMCL:ICK:14A:SECT:12 dated July 06, 2012 intimating you about the meeting of the Board of Directors ("Board") to be held on Thursday, July 19, 2012, we wish to inform you that the Board in its said meeting have considered and adopted the un-audited financial results for the first quarter ended June 30, 2012 and taken on record the Limited Review Report of the Statutory Auditors thereon, copies of the same are annexed herewith.

We are also enclosing herewith a copy of the press release.

Kindly take the same on record.

Thanking you,

Yours faithfully,
for Hero MotoCorp Ltd.


ILAM C. KAMBOJ
Sr. G.M. - Legal & Company Secretary

Encl: as above

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HERO MOTOCORP LIMITED

Regd. office :- 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi-110057
Unaudited Financial Results for the quarter ended June 30, 2012

(Rupees in lacs)

S. No.	Particulars	Quarter ended June 30, 2012 Unaudited (1)	Quarter ended March 31, 2012 Unaudited (2)	Quarter ended June 30, 2011 Unaudited (3)	Year ended March 31, 2012 Audited (4)
	No. of Two wheelers sold	1,642,292	1,572,027	1,529,577	6,235,205
1	Income from Operations				
	(a) Net sales/ Income from Operations (Net of excise duty)	620,778	594,254	563,764	2,336,805
	(b) Other Operating Income	3,950	7,239	4,409	21,098
	Total Income from operations (net)	624,728	603,493	568,173	2,357,903
2	Expenses				
	(a) Cost of materials consumed	466,778	440,657	424,143	1,736,541
	(b) Change in inventories of finished goods and work-in-progress	(6,522)	1,171	332	(8,384)
	(c) Employees benefits expenses	20,462	19,231	16,452	73,552
	(d) Depreciation and amortisation expenses	30,348	28,041	23,979	109,734
	(e) Other expenses	50,324	49,909	44,434	194,316
	Total Expenses	561,390	539,009	509,340	2,105,759
3	Profit from Operations before Other Income, Finance cost (1-2)	63,338	64,484	58,833	252,144
4	Other Income	10,443	10,497	9,378	36,457
5	Profit before finance costs (3+4)	73,781	74,981	68,211	288,601
6	Finance costs	293	293	1,254	2,130
7	Profit before tax (5-6)	73,488	74,688	66,957	286,471
8	Tax expense	11,942	14,329	11,168	48,658
9	Net Profit for the period (7-8)	61,546	60,359	55,789	237,813
10	Paid-up Equity Share Capital	3,994	3,994	3,994	3,994
	Face value of the share (Rs.)	2.00	2.00	2.00	2.00
11	Reserves excluding Revaluation Reserve				424,989
12	Basic and diluted earnings per share - face value Rs. 2/- each (In Rupees)	30.82	30.22	27.94	119.09
A PARTICULARS OF SHAREHOLDING					
1	Public shareholding	(Rs. 2.00 per share)	(Rs. 2.00 per share)	(Rs. 2.00 per share)	(Rs. 2.00 per share)
	-Number of shares	95,428,010	95,428,010	95,428,010	95,428,010
	-Percentage of holding (to total holding)	47.79%	47.79%	47.79%	47.79%
2	Promoters and promoter group shareholding				
	a) Pledged/encumbered				
	Number of shares	3,125,000	3,205,000	14,835,750	3,205,000
	Percentage of shares (as a % of total shareholding of promoter and promoter group)	3.00%	3.07%	14.23%	3.07%
	Percentage of shares (as a % of the total share capital of the company)	1.56%	1.61%	7.43%	1.61%
	b) Non-encumbered				
	Number of shares	101,134,490	101,054,490	89,423,740	101,054,490
	Percentage of shares (as a % of total shareholding of promoter and promoter group)	97.00%	96.93%	85.77%	96.93%
	Percentage of shares (as a % of the total share capital of the company)	50.65%	50.60%	44.78%	50.60%
B INVESTOR COMPLAINTS					
3 months ended June 30, 2012					
	Pending at the beginning of quarter				9
	Received during the quarter				84
	Disposed off during the quarter				86
	Remaining unresolved at the end of the quarter				7

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Notes:-

- 1 The above results for the first quarter ended June 30, 2012 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors ("Board") in their respective meetings held on Thursday, July 19, 2012.
- 2 As the Company's business activity falls within a single primary business segment viz 'Two-wheelers, its parts and ancillary services' and is a single geographical segment, the disclosure requirements of Accounting Standard (AS-17) "Segment Reporting", specified in the Companies (Accounting Standard) Rules, 2006 are not applicable.
- 3 The Board of Directors in its meeting held on June 4, 2012 have approved the Scheme of amalgamation, as per pooling of Interest method, of Hero Investments Pvt. Ltd., holding 43.33% of the equity share capital, with the Company w.e.f. January 1, 2013 being the appointed date, under Sections 391 to 394 of the Companies Act, 1956, which is subject to the Shareholders and other necessary approvals.
- 4 In line with Notification No. G.S.R. 378 (E) dated May 11, 2011 issued by The Ministry of Corporate Affairs, Government of India, the exchange differences arising after April 1, 2007 on reporting of long term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, in so far as they relate to the acquisition of a depreciable capital asset, have been added to or deducted from the cost of the asset and shall be depreciated over the balance useful life of the asset.
- 5 Previous quarter/year figures have been regrouped/ reclassified wherever necessary, to make them comparable.
- 6 The above results of the Company are available on the Company's website www.heromotocorp.com and also on www.bseindia.com and www.nseindia.com

For and on behalf of the board

Sd/-

BRIJMOHAN LALL MUNJAL

Chairman

New Delhi
July 19, 2012Per our report attached
For A.F. Ferguson & Co.
Chartered Accountants**Manjula Banerji**
Partner
Membership No.- 86423New Delhi
Dated:-

The Limited Review as required under Clause 41 of Listing Agreement has been completed by Statutory Auditors. The Limited Review Report for the quarter ended June 30, 2012 does not have any impact on the above Results.

For and on behalf of the board

Sd/-

BRIJMOHAN LALL MUNJAL

Chairman

New Delhi
July 19, 2012

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A. F. FERGUSON & CO.
CHARTERED ACCOUNTANTS
9, SCINDIA HOUSE,
KASTURBA GANDHI MARG,
NEW DELHI - 110001.

AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF
HERO MOTOCORP LIMITED
(FORMERLY KNOWN AS HERO HONDA MOTORS LIMITED)

1. We have reviewed the accompanying statement of unaudited financial results of Hero MotoCorp Limited ("the Company") for the quarter ended June 30, 2012 ("the Statement"). This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatements. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the stock exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements and the particulars relating to undisputed investor complaints from the details furnished by the Management.

For A. F. Ferguson & Co.
Chartered Accountants
(Registration No. 112066W)


Manjula Bagherji
Partner

(Membership No. 086423)

Sub
Place : New Delhi

Date : 19 July 2012

TELEPHONES : 91-11-2331 5884, 2371 3899 • FAX : 91-11-2331 4561 • E-MAIL : affdelhi@bol.net.in

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MIDDLE EAST : DUBAI (U. A. E.) • MUSCAT (OMAN)

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HERO MOTOCORP SETS NEW BENCHMARKS

RIDES ON HIGHEST-EVER QUARTERLY VOLUME SALES TO REPORT TURNOVER OF RS. 6247 CRORE IN Q1'13

- **TOTAL CUMULATIVE SALES FOR THE QUARTER STANDS AT RECORD 16,42,292 UNITS**
- **PBT STANDS AT Rs. 734.88 CRORE & PAT STANDS AT RS. 615.46 CRORE**
- **EBIDTA MARGIN FOR THE QUARTER AT 15 PER CENT**
- **TWO CONSECUTIVE MONTHS OF HIGHEST EVER SALES IN APRIL AND MAY**

New Delhi, July 19, 2012: Riding on its highest-ever quarterly volume sales of **16,42,292 units**, supported by two consecutive months of highest-ever sales, **Hero MotoCorp Ltd (HMCL)**, the world's largest two-wheeler manufacturer, today reported its best-ever turnover (Net Sales & Other Operating income) of Rs. 6247.28 crores for the first quarter (April-June 2012) of FY'13.

This is a growth of 9.95 per cent over the corresponding period in the last fiscal (April-June 2011) of FY'12.

The company's profit before tax for the period stood at Rs 734.88 crore, while profit after tax (PAT) for the period stood at Rs 615.46 crores. The Company has recorded an EBIDTA margin of 15 per cent.

Hero MotoCorp registered its highest ever quarterly sales of **16,42,292** two-wheelers in the first quarter this fiscal, fuelled by two consecutive months of highest-ever monthly sales witnessed by the company. These were achieved in the months of April (5,51,557) and May (5,56,644).

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Mr. Pawan Munjal, Managing Director & Chief Executive Officer, Hero MotoCorp Ltd., said *"It has now been more than a year since we began our solo journey, and the success story at Hero MotoCorp only gets stronger with every passing quarter. While the momentum is with us, we are not resting on our laurels. We are stepping on the accelerator to expand our sprawling network within the country even as we enter new geographies globally."*

"The two-wheeler industry in the country, although still very untapped, has slowed down over the past couple of months, and the growth has come down to single digit. Going forward, a lot will depend on a good monsoon and the consequent harvest to get the buyers to exercise their decision to purchase, and not postpone it. We have so far seen only a patchy monsoon, and this might reflect on retail sales in rural and upcountry markets in the coming months. Currency volatility is also a point of concern and the Rupee depreciation is likely to impact our margins. However, we remain optimistic of coming back to double digit growth by leveraging our strong brand and the advantage of our wide network," he added.

Hero MotoCorp recently announced a staggering investment of over Rs 2500 crore in setting up two new plants (in Rajasthan and Gujarat), expanding capacity at existing plants and in building an integrated R&D centre (in Rajasthan). With this expansion, total installed capacity of the company would be touching more than nine million units in two years' time – which is in line with the stated objective of reaching 10 million units in the next five years.

The proposed new state-of-the-art integrated R&D centre at Kukas will be set-up over an area of 250-acre and the centre will be the largest two-wheeler R&D set-up in the country, and will employ over 500 engineers.

To further strengthen its presence in the deluxe segment, Hero MotoCorp recently announced the launch of its new motorcycle – Hero **"Ignitor"**. HMCL already has a very strong presence in the 125cc space where it straddles the segment with two clear positioning planks with two powerful brands - Glamour and the Super Splendor. With this new launch, Hero MotoCorp has already launched three new models in quick succession – the **Impulse**, **Maestro** and now **Ignitor** – all under the Hero brand name.
