

HMCL:ICK:11/14A:SECT:15

September 2, 2015

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

Re: Disclosure under Clause 35A of the Listing Agreement

Pursuant to Clause 35A of the Listing Agreement we would like to inform that all the resolutions placed at the 32nd Annual General Meeting of the Company held on Monday, August 31, 2015, have been passed by the Members with requisite majority, the result of which was declared at 05:30 P.M. on Tuesday, September 1, 2015.

Further the details of the said voting result with respect to the aforesaid resolutions in the format prescribed under Clause 35A of the Listing Agreement is provided below:

Date of the AGM	Monday, August 31, 2015
Total number of shareholders on record date: (i.e. the Cut-off date for determining Shareholders entitled to e-voting – August 24, 2015)	84833
No. of shareholders present in the meeting in person:	
- Promoters and Promoter Group:	0
- Public:	1367
No. of shareholders present in the meeting through proxy:	
- Promoters and Promoter Group:	0
- Public:	35
No. of Shareholders attended the meeting through Video Conferencing:	
- Promoters and Promoter Group:	No video conferencing facility was made available
- Public:	


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


Email ID: secretarialho@heromotocorp.com

DETAILS OF THE AGENDA:

Resolution No. 1	Adoption of Audited Financial Statements (including consolidated financial statements) for the year ended 31 st March, 2015 along with Reports of the Directors' and of the Auditors' thereon.						
Type	Ordinary Business						
Mode of Voting	Remote E-voting and Ballot						
Promoter/ Public	No. of shares held	No. of votes polled s	% of Votes Polled on outstanding shares =[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled =[(4)/(2)] *100	% of Votes against on votes polled =[(5)/(2)] *100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	69166082	69166082	100.00	69166082	-	100.00	-
Public - Institutional holders	104099154	86184647	82.79	86184647	-	100.00	
Public-Others	26422264	6129850	23.20	6129849	1	100.00	-

Resolution No. 2	To confirm the payment of Interim Dividend and declare Final Dividend for the Financial Year ended March 31, 2015.						
Type	Ordinary Business						
Mode of Voting	Remote E-voting and Ballot						
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares =[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled =[(4)/(2)] *100	% of Votes against on votes polled =[(5)/(2)] *100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	69166082	69166082	100.00	69166082	-	100.00	-
Public - Institutional holders	104099154	86287810	82.89	86287810	-	100.00	-
Public-Others	26422264	6129852	23.20	6129851	1	100.00	-

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

Email ID: secretarialho@heromotocorp.com

Resolution No. 3	To appoint a Director in place of Mr. Suman Kant Munjal, (DIN: 00002803) liable to retire by rotation.						
Type	Ordinary Business						
Mode of Voting	Remote E-voting and Ballot						
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares =[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled =[(4)/(2)] *100	% of Votes against on votes polled =[(5)/(2)] *100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
E-VOTING							
Promoter and Promoter Group	69166082	69166082	100.00	69166082	-	100.00	-
Public - Institutional holders	104099154	86287810	82.89	85317750	970060	98.88	1.12
Public-Others	26422264	6129977	23.20	6129975	2	100.00	-

Resolution No. 4	To ratify the appointment of M/S Deloitte Haskins & Sells, Chartered Accountants, New Delhi (Registration No. 015125N).						
Type	Ordinary Business						
Mode of Voting	Remote E-voting and Ballot						
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares =[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled =[(4)/(2)] *100	% of Votes against on votes polled =[(5)/(2)] *100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	69166082	69166082	100.00	69166082	-	100.00	-
Public - Institutional holders	104099154	85605023	82.23	84030497	1574526	98.16	1.84
Public-Others	26422264	6129977	23.20	6129809	168	100.00	-

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

Email ID: secretarialho@heromotocorp.com

Resolution No. 5	To Appoint Ms. Shobana Kamineni (DIN 00003836) as an Independent Director.						
Type	Special Business – Ordinary Resolution						
Mode of Voting	Remote E-voting and Ballot						
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares =[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled =[(4)/(2)] *100	% of Votes against on votes polled =[(5)/(2)] *100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
E-VOTING							
Promoter and Promoter Group	69166082	69166082	100.00	69166082	-	100.00	-
Public – Institutional holders	104099154	86121834	82.73	85954010	167824	99.81	0.19
Public-Others	26422264	6129977	23.20	6129966	11	100.00	-

Resolution No. 6	To Amend Memorandum of Association of the Company.						
Type	Special Business – Special Resolution						
Mode of Voting	Remote E-voting and Ballot						
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares =[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled =[(4)/(2)] *100	% of Votes against on votes polled =[(5)/(2)] *100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	69166082	69166082	100.00	69166082	-	100.00	-
Public – Institutional holders	104099154	86287810	82.89	86287810	-	100.00	-
Public-Others	26422264	6129977	23.20	6126026	3951	99.94	0.06

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

Email ID: secretarialho@heromotocorp.com

Resolution No. 7	To Adopt new set of Articles of Association of the Company.						
Type	Special Business – Special Resolution						
Mode of Voting	Remote E-voting and Ballot						
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares = [(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled = [(4)/(2)] *100	% of Votes against on votes polled = [(5)/(2)] *100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	69166082	69166082	100.00	69166082	-	100.00	-
Public – Institutional Holders	104099154	85987510	82.60	83476808	2510702	97.08	2.92
Public-Others	26422264	6054826	22.92	6050875	3951	99.93	0.07

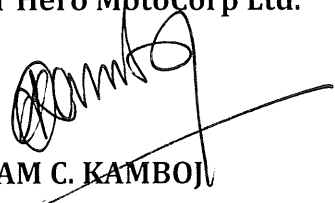
Resolution No. 8	To pay Remuneration to Non – Executive & Independent Directors by way of Commission.						
Type	Special Business – Special Resolution						
Mode of Voting	Remote E-voting and Ballot						
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares = [(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled = [(4)/(2)] *100	% of Votes against on votes polled = [(5)/(2)] *100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	69166082	69166082	100.00	69166082	-	100.00	-
Public – Institutional Holders	104099154	85761696	82.38	84664156	1097540	98.72	1.28
Public-Others	26422264	6054826	22.92	6050735	4091	99.93	0.07

Please take the above on record.

Thanking you,

Yours faithfully,

for Hero MptoCorp Ltd.


ILAM C. KAMBOJ

Asso .V.P. - Legal & Company Secretary

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

Email ID: secretarialho@heromotocorp.com