

April 26, 2019

Asst. Vice President, Listing Deptt.
National Stock Exchange of India Ltd.,
Exchange Plaza, Plot C/1, G Block
Bandra Kurla Complex, Bandra (E),
MUMBAI - 400 051
Scrip Code: HEROMOTOCO

The Secretary,
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001
Scrip Code: 500182

Sub: Compliances under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and SEBI (Prohibition of Insider Trading) Regulations, 2015

Re.: Outcome of Board Meeting held on April 26, 2019

Dear Sirs,

Please note the following matters considered and approved at the Board meeting held today:

1. The audited standalone and consolidated financial results for the quarter and financial year ended March 31, 2019. A copy of duly signed audited financial results along with audit report and declaration in respect of audit report with unmodified opinion under Regulation 33 of Listing Regulations, is enclosed.

A press release issued in this regard, is also enclosed.

2. Convening of 36th Annual General Meeting (AGM) of the Company on Monday, July 29, 2019.
3. Recommendation of final dividend subject to approval of members @ 1600% viz., INR 32 per equity share of INR 2/- each for the financial year 2018-19. The dividend, if declared at the ensuing AGM, will be paid by August 28, 2019.
4. Pursuant to Regulation 42 of Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, July 18, 2019 to Monday, July 29, 2019 (both days inclusive) for the purpose of 36th AGM and determining entitlement of the members of the final dividend (if declared at the AGM). Kindly display the same on your respective websites.

Symbol	Type of security	Book closure both days inclusive		Record Date	Purpose
		From	To		
NSE – HEROMOTOCO BSE – 500182	Equity Shares	Thursday, July 18, 2019	Monday, July 29, 2019	Not applicable	36 th AGM and final dividend (if declared at AGM)

5. Based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of shareholders at the ensuing AGM, the Board has re-appointed:
 - (a) Mr. Meleveetil Damodaran as an independent Director for a second term upto May 3, 2022

Hero MotoCorp Ltd.

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HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J



- (b) Mr. Vikram S. Kasbekar as a Whole-time Director for a next term of upto 3 years.
- (c) Mr. Pradeep Dinodia as Non-executive Director liable to retire by rotation as there is a change in status of directorship of Mr. Pradeep Dinodia from 'Independent Director' to 'Non-executive Director'.

The disclosure pursuant to Regulation 30 of Listing Regulations is enclosed.

- 6. Revised Code of practices and procedures of fair disclosure of Unpublished Price Sensitive Information as per SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 w.e.f. April 1, 2019 was approved. A copy of the same is enclosed.

The meeting of the Board of Directors commenced at 2:15 p.m. and concluded at 5:30 p.m.

Kindly take the aforesaid information on your records.

Thanking you,

For Hero MotoCorp Ltd.



(Neerja Sharma)

Company Secretary & Chief Compliance Officer

Encl: As above



MR. MELEVEETIL DAMODARAN

S. No.	Particulars	Disclosures
1.	Reason for change	Re-appointment
2.	Date of appointment & term of appointment	Mr. M. Damodaran was appointed on the Board of the Company as an Independent Director with effect from August 05, 2014, for a term of 5 years upto the conclusion of the ensuing 36 th AGM, viz. July 29, 2019. As his tenure would expire at conclusion of this AGM, the Board has reappointed him as an Independent Director for as second term of upto May 3, 2022.
3.	Brief profile (in case of appointment)	Mr. M. Damodaran is a retired IAS officer. Currently, he serves as a governance consultant, advisor, mentor and coach. He has worked with regulatory bodies, investment institutions, banks, development financial institutions and the private sector. He led the highly successful restructuring efforts in Unit Trust of India (UTI) and Industrial Development Bank of India (IDBI). In addition, he has chaired the Securities and Exchange Board of India (SEBI). During his tenure at SEBI, he was elected Chairman of the EMC of the International Organisation of Securities Commission (IOSCO). He led the Government of India (GOI) appointed Task Force for setting up the Resolution Corporation of India and has chaired high-powered committees of the Government of India, Reserve Bank of India (RBI) and FICCI. He has won several awards for governance, leadership and transformation. Currently, he sits on the Boards of some of India's largest companies and on the Advisory Boards of some foreign entities. He is the Founder Chairman of Indian Institute of Management (IIM), Tiruchirappalli. He graduated with distinction in Economics and in Law from the University of Madras and Delhi, respectively. He is widely acknowledged as one of India's foremost champions of Corporate Governance and is passionate about improving Board performance.
4.	Disclosure of relationships between Directors	Mr. M. Damodaran is not related to any Director of the Company.

MR. VIKRAM S. KASBEKAR

S. No.	Particulars	Disclosures
1.	Reason for change	Re-appointment
2.	Date of appointment & term of appointment	Mr. Vikram S. Kasbekar has been reappointed as a Whole-time Director, designated as Executive Director - Operations (Plants) for another term of upto three years, w.e.f. August 9, 2019 till August 8, 2022.
3.	Brief profile (in case of appointment)	Mr. Vikram S. Kasbekar is a graduate from IIT (Madras) in Mechanical Engineering. He is responsible for plant operations, catering to the domestic, exports & after sales market demand. He has been a part of the Company for close to 16 years and has significantly contributed to its growth.

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		Mr. Kasbekar brings over 4 decades of experience in the field of operations, supply chain, manufacturing, project engineering and new model development. A stint at Birla Copper as Business Head gave him exposure to the copper business & during his tenure, the business turned profitable. He is an active member of CII northern region council.
4.	Disclosure of relationships between Directors	Mr. Vikram S. Kasbekar is not related to any Director of the Company.

MR. PRADEEP DINODIA

S. No.	Particulars	Disclosures
1.	Reason for change	Change in status of directorship from 'Independent Director' to 'Non-executive Director' and re-appointment as Non-executive Director.
2.	Date of appointment & term of appointment	Mr. Pradeep Dinodia is being re-appointed as Non-executive Director liable to retire by rotation, subject to the approval of shareholders at the ensuing AGM on July 29, 2019.
3.	Brief profile (in case of appointment)	Mr. Pradeep Dinodia graduated in 1974 in B.A. (Economics) with 1st Division from St. Stephens College, Delhi. He completed his LL.B. from Delhi University and became a Chartered Accountant with RVK Umarjee "Gold Medal" in the year 1978. Mr. Pradeep Dinodia is a fellow member of The Institute of Chartered Accountants of India and a Chairman & Managing Partner in a Delhi-based Chartered Accountancy firm - M/s. S.R. Dinodia & Co. LLP. He has considerable experience in corporate affairs and allied legal and taxation matters. He is also a member of FICCI, IFA and PHD Chambers of Commerce & Industry.
4.	Disclosure of relationships between Directors	Mr. Pradeep Dinodia is not related to any Director of the Company.

Note: None of the aforementioned Directors (viz. Mr. M Damodaran, Mr. Vikram S Kasbekar and Mr. Pradeep Dinodia) has been disqualified / debarred from being reappointed to / holding the office of Director by virtue of any order of SEBI or any such authority.



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