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 ay 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	36th 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. ★ New Delhi ★

(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

Hero MotoCorp Ltd. New Delhi

Encl: As above

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