



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

August 7, 2014

**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 31<sup>st</sup> Annual General Meeting of the Company held on Tuesday, August 5, 2014, have been passed by the Members with requisite majority, the result of which was declared at 12:00 Noon on Wednesday, August 6, 2014.

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	Tuesday, August 5, 2014
Total number of shareholders on record date: (i.e. the Cut-off date for determining Shareholders entitled to e-voting -July 5, 2014)	61,283
No. of shareholders present in the meeting in person:	
- Promoters and Promoter Group:	0
- Public:	1,291
No. of shareholders present in the meeting through proxy:	
- Promoters and Promoter Group:	0
- Public:	103
No. of Shareholders attended the meeting through Video Conferencing:	
- Promoters and Promoter Group:	No video conferencing facility was made available
- Public:	

**Hero MotoCorp Ltd.**

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Email ID: secretarialho@heromotocorp.com



### DETAILS OF THE AGENDA:

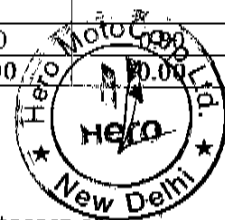
Resolution No.	Adoption of Audited Financial Statements (including Consolidated) for the financial year ended March 31, 2014 and the reports of the Directors' and Auditors' thereon.						
Type	Ordinary Business						
Mode of Voting	E-voting (including Ballot) and Poll						
Promoter/ Public	No. of shares 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)
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100.00	79712482	0	100.00	0.00
Public - Institutional holders	83754834	46691971	55.75	46644992	46979	99.90	0.10
Public-Others	36220184	7408183	20.45	7408183	0	100.00	0.00
<b>POLL</b>							
Promoter and Promoter Group	79712482	0	0.00	0	0	0.00	0.00
Public - Institutional holders	83754834	6797718	8.12	6797718	0	100.00	0.00
Public-Others	36220184	501	0	496	5	99.00	1.00
<b>Grand Total</b>	<b>199687500</b>	<b>140610855</b>	<b>70.42</b>	<b>140563871</b>	<b>46984</b>	<b>99.97</b>	<b>0.03</b>

Resolution No.	Declaration of Dividend on Equity Shares.						
Type	Ordinary Business						
Mode of Voting	E-voting (including Ballot) and Poll						
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)
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100.00	79712482	0	100.00	0.00
Public - Institutional holders	83754834	46752086	55.8202	46752086	0	100.00	0.00
Public-Others	36220184	7408183	20.4532	7408183	0	100.00	100
<b>POLL</b>							
Promoter and Promoter Group	79712482	0	0.00	0	0	0.00	0.00
Public - Institutional holders	83754834	6797718	8.1162	6797718	0	100.00	0.00
Public-Others	36220184	500	0.0014	496	4	99.20	0.00
<b>Grand Total</b>	<b>199687500</b>	<b>140670969</b>	<b>70.45</b>	<b>140670965</b>	<b>4</b>	<b>100.00</b>	<b>0.00</b>

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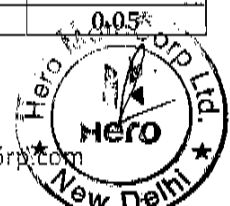
Resolution No. 3	Re-appointment of Mr. Brijmohan Lal Munjal.						
Type	Ordinary Business						
Mode of Voting	E-voting (including Ballot) and Poll						
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares = $[(2)/(1)]*100$	No. of Votes - in favour	No. of Votes - 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)
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100.00	79712482	0	100.00	0.00
Public - Institutional holders	83754834	46752086	55.8202	45929022	823064	98.24	1.76
Public-Others	36220184	7408183	20.4532	7408183	0	100.00	0.00
<b>POLL</b>							
Promoter and Promoter Group	79712482	0	0.00	0	0	0.00	0.00
Public - Institutional holders	83754834	6797718	8.1162	6797718	0	100.00	0.00
Public-Others	36220184	501	0.0014	496	5	99.00	1.00
<b>Grand Total</b>	<b>199687500</b>	<b>140670970</b>	<b>70.45</b>	<b>139847901</b>	<b>823069</b>	<b>99.41</b>	<b>0.59</b>

Resolution No. 4	Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Statutory Auditors and fixing their remuneration.						
Type	Ordinary Business						
Mode of Voting	E-voting (including Ballot) and Poll						
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)
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100.00	79712482	0	100.00	0.00
Public - Institutional holders	83754834	46484876	55.50	46421699	63177	99.86	0.14
Public-Others	36220184	7408183	20.45	7408154	29	100.00	0.00
<b>POLL</b>							
Promoter and Promoter Group	79712482	0	0.00	0	0	0.00	0.00
Public - Institutional holders	83754834	6797718	8.12	6797718	0	100.00	0.00
Public-Others	36220184	501	0.00	496	5	99.00	1.00
<b>Grand Total</b>	<b>199687500</b>	<b>140403760</b>	<b>70.31</b>	<b>140340549</b>	<b>63211</b>	<b>99.95</b>	<b>0.05</b>

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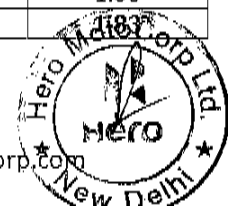
Resolution No.	Appointment of Mr. Pradeep Dinodia as an Independent Director						
Type	Special Business - Ordinary Resolution						
Mode of Voting	E-voting (including Ballot) and Poll						
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares =[(2)/(1)]* 100	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)
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100.00	79712482	0	100.00	0.00
Public - Institutional holders	83754834	46752059	55.82	44019361	2732698	94.15	5.85
Public-Others	36220184	7408183	20.45	7408154	29	100.00	0.00
<b>POLL</b>							
Promoter and Promoter Group	79712482	0	0.00	0	0	0.00	0.00
Public - Institutional holders	83754834	6797718	8.12	6797718	0	100.00	0.00
Public-Others	36220184	400	0.00	395	5	98.75	1.25
<b>Grand Total</b>	<b>199687500</b>	<b>140670842</b>	<b>70.45</b>	<b>137938110</b>	<b>2732732</b>	<b>98.06</b>	<b>1.94</b>

Resolution No.	Appointment of Gen. (Retd.) V. P. Malik as an Independent Director						
Type	Special Business - Ordinary Resolution						
Mode of Voting	E-voting (including Ballot) and Poll						
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)
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100.00	79712482	0	100.00	0.00
Public - Institutional holders	83754834	46752059	55.82	44183673	2568386	94.51	5.49
Public-Others	36220184	7408183	20.45	7408182	1	100.00	0.00
<b>POLL</b>							
Promoter and Promoter Group	79712482	0	0	0.00	0	0	0.00
Public - Institutional holders	83754834	6797718	8.12	6797718	0	100.00	0.00
Public-Others	36220184	501	0.00	496	5	99.00	1.00
<b>Grand Total</b>	<b>199687500</b>	<b>140670943</b>	<b>70.45</b>	<b>138102551</b>	<b>2568392</b>	<b>98.17</b>	

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Resolution No.	Appointment of Mr. Ravi Nath as an Independent Director						
Type	Special Business - Ordinary Resolution						
Mode of Voting	E-voting (including Ballot) and Poll						
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)
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100.00	79712482	0	100.00	0.00
Public - Institutional holders	83754834	46752086	55.82	32570999	14181087	69.67	30.33
Public-Others	36220184	7408155	20.45	7408154	1	100.00	0.00
<b>POLL</b>							
Promoter and Promoter Group	79712482	0	0.00	0	0	0.00	0.00
Public - Institutional holders	83754834	6797718	8.12	4045376	2752342	59.51	40.49
Public-Others	36220184	501	0.00	496	5	99.00	1.00
<b>Grand Total</b>	<b>199687500</b>	<b>140670942</b>	<b>70.45</b>	<b>123737507</b>	<b>16933435</b>	<b>87.96</b>	<b>12.04</b>

Resolution No.	Appointment of Dr. Anand C. Burman as an Independent Director						
Type	Special Business - Ordinary Resolution						
Mode of Voting	E-voting (including Ballot) and Poll						
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)
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100.00	79712482	0	100.00	0.00
Public - Institutional holders	83754834	46602782	55.64	29393527	17209255	63.07	36.93
Public-Others	36220184	7408155	20.45	7408154	1	100.00	0.00
<b>POLL</b>							
Promoter and Promoter Group	79712482	0	0.00	0	0	0.00	0.00
Public - Institutional holders	83754834	6797718	8.12	1402480	5395238	20.63	79.37
Public-Others	36220184	501	0.00	496	5	99.00	1.00
<b>Grand Total</b>	<b>199687500</b>	<b>140521638</b>	<b>70.37</b>	<b>117917139</b>	<b>22604499</b>	<b>83.91</b>	<b>16.09</b>

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Resolution No.	Appointment of Dr. Pritam Singh as an Independent Director						
9							
Type	Special Business - Ordinary Resolution						
Mode of Voting	E-voting (including Ballot) and Poll						
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)
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100.00	79712482	0	100.00	0.00
Public - Institutional holders	83754834	46752086	55.82	32673278	14078808	69.89	30.11
Public-Others	36220184	7408155	20.45	7408155	0	100.00	0.00
<b>POLL</b>							
Promoter and Promoter Group	79712482	0	0.00	0	0	0.00	0.00
Public - Institutional holders	83754834	6797718	8.12	4045376	2752342	59.51	40.49
Public-Others	36220184	501	0.00	496	5	99.00	1.00
<b>Grand Total</b>	<b>199687500</b>	<b>140670942</b>	<b>70.45</b>	<b>123839787</b>	<b>16831155</b>	<b>88.04</b>	<b>11.96</b>

Resolution No.	Appointment of Mr. M. Damodaran as an Independent Director						
10							
Type	Special Business - Ordinary Resolution						
Mode of Voting	E-voting (including Ballot) and Poll						
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)
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100.00	79712482	0	100.00	0.00
Public - Institutional holders	83754834	46602782	55.64	30083558	16519224	64.55	35.45
Public-Others	36220184	7408155	20.45	7408103	52	100.00	0.00
<b>POLL</b>							
Promoter and Promoter Group	79712482	0	0.00	0	0	0	0.00
Public - Institutional holders	83754834	6797718	8.12	4045376	2752342	59.51	40.49
Public-Others	36220184	401	0.00	396	5	98.75	1.25
<b>Grand Total</b>	<b>199687500</b>	<b>140521538</b>	<b>70.37</b>	<b>121249915</b>	<b>19271623</b>	<b>86.29</b>	<b>13.71</b>

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CIN: L35911DL1994PLC017154

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Resolution No. 11	Variation in terms of appointment of Mr. Brijmohan Lall Munjal						
Type	Special Business – Special Resolution						
Mode of Voting	E-voting (including Ballot) and Poll						
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)
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100.00	79712482	0	100.00	0.00
Public – Institutional holders	83754834	46752086	55.82	40507722	6244364	86.64	13.36
Public-Others	36220184	7408183	20.45	7408183	0	100.00	0.00
<b>POLL</b>							
Promoter and Promoter Group	79712482	0	0.00	0	0	0.00	0.00
Public – Institutional holders	83754834	6797718	8.12	4852982	1944736	71.39	28.61
Public-Others	36220184	501	0.00	496	5	99.00	1.00
<b>Grand Total</b>	<b>199687500</b>	<b>140670970</b>	<b>70.45</b>	<b>132481865</b>	<b>8189105</b>	<b>94.18</b>	<b>5.82</b>

Resolution No. 12	Modification in the terms of Remuneration to Non-Executive and Independent Directors						
Type	Special Business – Special Resolution						
Mode of Voting	E-voting (including Ballot) and Poll						
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)
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100.00	79712482	0	100.00	0.00
Public – Institutional holders	83754834	46752086	55.82	46696115	55971	99.88	0.12
Public-Others	36220184	7408183	20.45	7408155	28	100.00	0.00
<b>POLL</b>							
Promoter and Promoter Group	79712482	0	0.00	0	0	0.00	0.00
Public – Institutional holders	83754834	6797718	8.12	6797718	0	100.00	0.00
Public-Others	36220184	501	0.00	496	5	99.00	1.00
<b>Grand Total</b>	<b>199687500</b>	<b>140670970</b>	<b>70.45</b>	<b>140614966</b>	<b>56004</b>	<b>99.96</b>	<b>0.04</b>

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Resolution No. 13	Approval of the Remuneration of Cost Auditors for the financial year ending March 31, 2015						
Type	Special Business - Ordinary Resolution						
Mode of Voting	E-voting (including Ballot) and Poll						
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)
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100.00	79712482	0	100.00	0.00
Public - Institutional holders	83754834	46752086	55.82	46752086	0	100.00	0.00
Public-Others	36220184	7408183	20.45	7408155	28	100.00	0.00
<b>POLL</b>							
Promoter and Promoter Group	79712482	0	0.00	0	0	0.00	0.00
Public - Institutional holders	83754834	6797718	8.12	6797718	0	100.00	0.00
Public-Others	36220184	501	0.00	496	5	99.00	1.00
<b>Grand Total</b>	<b>199687500</b>	<b>140670970</b>	<b>70.45</b>	<b>140670937</b>	<b>33</b>	<b>100.00</b>	<b>0.000</b>

Please take the above on record.

Thanking you,

Yours faithfully,  
for Hero MotoCorp Ltd.

**ILAM C. KAMBOJ**  
Asso .V.P. - Legal & Company Secretary



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