

**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 you the Result of the voting conducted through Postal Ballot including e-voting on the Special Resolutions passed under Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for Increase in Shareholding limit for Foreign Institutional Investors (FIIs) from 40% upto an aggregate limit of 49% of the paid-up equity share capital of the Company and Approval of Employees Incentive Scheme 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 Postal Ballot Notice	Tuesday, August 5, 2014	
Total number of shareholders on record date: (i.e. Record date for reckoning voting rights –August 8, 2014)	62753	
Details of Votes Casted	Resolution 1	Resolution 2
- Votes in favour of the Resolution	142709460	117588408
- Votes against the Resolution	153623	24861819

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**DETAILS OF THE RESOLUTIONS:**

<b>Resolution No. 1</b>	Increase in Shareholding limit for Foreign Institutional Investors (FIIs) from 40% upto an aggregate limit of 49% of the paid-up equity share capital of the Company						
<b>Type</b>	Special Resolution						
<b>Mode of Voting</b>	Postal Ballot including E-voting						
<b>Promoter / Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares = [(2)/(1)]*100</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled = [(4)/(2)]*100</b>	<b>% of Votes against on votes polled = [(5)/(2)]*100</b>
	<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)</b>	<b>(7)</b>
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100	79712482	0	100	0
Public - Institutional Holders**	84632220	56741136	67.0444	56591832	149304	99.7368	0.2631
Public-Others	35342798	6409465	18.1351	6405146	4319	99.9326	0.0673
<b>Total</b>	<b>199687500</b>	<b>142863083</b>	<b>71.5433</b>	<b>142709460</b>	<b>153623</b>	<b>99.8925</b>	<b>0.1075</b>

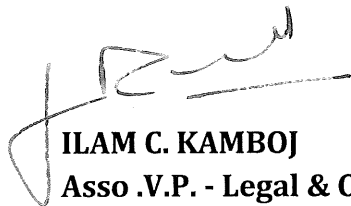


<b>Resolution No. 2</b>	Approval of Employees Incentive Scheme 2014						
<b>Type</b>	Special Resolution						
<b>Mode of Voting</b>	Postal Ballot including E-voting						
<b>Promoter / Public</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares = [(2)/(1)] * 100</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled = [(4)/(2)] * 100</b>	<b>% of Votes against on votes polled = [(5)/(2)] * 100</b>
	<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)</b>	<b>(7)</b>
<b>E-VOTING</b>							
Promoter and Promoter Group	79712482	79712482	100	79712482	0	100	0
Public - Institutional Holders**	84632220	56328435	66.5567	31473794	24854641	55.8754	44.1245
Public-Others	35342798	6409310	18.1347	6402132	7178	99.888	0.1119
<b>Total</b>	<b>199687500</b>	<b>142450227</b>	<b>71.3366</b>	<b>117588408</b>	<b>24861819</b>	<b>82.5470</b>	<b>17.4530</b>

Please take the above on record.

Thanking you,

Yours faithfully,  
for Hero MotoCorp Ltd.



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