

August 13, 2024

Asst. Vice President, Listing Deptt.,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot C-1, Block G,
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: Voting Results and Consolidated Scrutinizer's Report

Dear Sir(s),

We wish to inform that the 41st Annual General Meeting (AGM) of the Company was held on Monday, August 12, 2024 at 11:30 A.M. (IST), through Video Conferencing / Other Audio Visual Means. In this regard, please find attached herewith the following:

1. Voting Results of the resolutions proposed at the AGM in compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed as **Annexure-I**.
2. Consolidated Scrutinizer's Report in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, enclosed as **Annexure-II**.

This is for your information and further dissemination.

Thanking you,

For Hero MotoCorp Limited

Dhiraj Kapoor
Company Secretary & Compliance Officer

Encl.: As above

Hero MotoCorp Ltd.

Regd. Office: The Grand Plaza, Plot No. 2, Nelson Mandela Road,
Vasant Kunj - Phase - II, New Delhi - 110070, India
Tel. +91-11-46044220, Fax +91-11-46044399
Email: corporate.communication@heromotocorp.com
www.heromotocorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J



HERO MOTOCORP LIMITED

Voting Results of Annual General Meeting (AGM)

Details of e-votes during the AGM and remote e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Date of Annual General Meeting							12-08-2024	
Total number of shareholders on Cut-off date i.e. August 5, 2024							3,22,757	
No. of shareholders present in the meeting either in person or through Proxy:							NA	
Promoters and Promoters Group:								
Public:								
No. of Shareholders attended the meeting through Video Conferencing							25	
Promoters and Promoters Group:								
Public:							159	
<p>1. Ordinary Resolution: To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Directors' and Auditors' thereon and the audited consolidated financial statements of the Company together with the report of the Auditors' thereon for the financial year ended March 31, 2024.</p>								
Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote E-voting	6,94,88,181	6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000
Public-Institutions	Remote E-voting	11,31,31,494	9,90,90,964	87.5892	9,87,75,117	3,15,847	99.6813	0.3187
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		9,90,90,964	87.5892	9,87,75,117	3,15,847	99.6813	0.3187
Public-Non Institutions	Remote E-voting	1,73,11,435	4,46,367	2.5785	4,45,129	1,238	99.7226	0.2774
	E-votes during the AGM		341	0.0020	341	0	100.0000	0.0000
	Total		4,46,708	2.5804	4,45,470	1,238	99.7229	0.2771
Total		19,99,31,110	16,90,25,853	84.5420	16,87,08,768	3,17,085	99.8124	0.1876

2. Ordinary Resolution: To confirm payment of interim dividend of Rs. 75/- per equity share and a special dividend of Rs. 25/- per equity share, taking overall interim dividend to Rs. 100/- per equity share for the financial year 2023-24 and to declare a final dividend of Rs. 40/- per equity share for the financial year 2023-24.

Whether promoter/ promoter group are interested in the Agenda/resolution								NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled	
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoters and Promoter Group	Remote E-voting	6,94,88,181	6,94,88,181	100.0000	6,94,88,181	0	100.00000	0.00000	
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000	
	Total		6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000	
Public-Institutions	Remote E-voting	11,31,31,494	10,18,16,301	89.9982	10,15,78,585	2,37,716	99.7665	0.2335	
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000	
	Total		10,18,16,301	89.9982	10,15,78,585	2,37,716	99.7665	0.2335	
Public-Non Institutions	Remote E-voting	1,73,11,435	4,46,231	2.5777	4,45,263	968	99.7831	0.2169	
	E-votes during the AGM		341	0.0020	341	0	100.0000	0.0000	
	Total		4,46,572	2.5796	4,45,604	968	99.7832	0.2168	
Total		19,99,31,110	17,17,51,054	85.9051	17,15,12,370	2,38,684	99.8610	0.1390	

3. Ordinary Resolution: To appoint a Director in place of Mr. Pradeep Dinodia (DIN: 00027995) who retires by rotation and being eligible, offers himself for re-appointment.

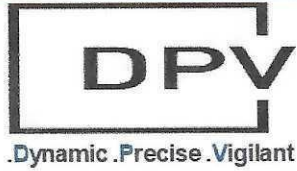
Whether promoter/ promoter group are interested in the Agenda/resolution								NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled	
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoters and Promoter Group	Remote E-voting	6,94,88,181	6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000	
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000	
	Total		6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000	
Public-Institutions	Remote E-voting	11,31,31,494	9,96,44,581	88.0786	8,28,58,826	1,67,85,755	83.1544	16.8456	
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000	
	Total		9,96,44,581	88.0786	8,28,58,826	1,67,85,755	83.1544	16.8456	
Public-Non Institutions	Remote E-voting	1,73,11,435	4,44,484	2.5676	4,08,325	36,159	91.8649	8.1351	
	E-votes during the AGM		341	0.0020	341	0	100.0000	0.0000	
	Total		4,44,825	2.5695	4,08,666	36,159	91.8712	8.1288	
Total		19,99,31,110	16,95,77,587	84.8180	15,27,55,673	1,68,21,914	90.0801	9.9199	

4. Ordinary Resolution: Ratification of remuneration of Cost Auditors for financial year 2024-25.								
Whether promoter/ promoter group are intersted in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote E-voting	6,94,88,181	6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000
Public-Institutions	Remote E-voting	11,31,31,494	10,17,40,905	89.9315	10,17,40,905	0	100.0000	0.0000
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		10,17,40,905	89.9315	10,17,40,905	0	100.0000	0.0000
Public-Non Institutions	Remote E-voting	1,73,11,435	4,46,204	2.5775	4,43,548	2,656	99.4048	0.5952
	E-votes during the AGM		341	0.0020	341	0	100.0000	0.0000
	Total		4,46,545	2.5795	4,43,889	2,656	99.4052	0.5948
Total		19,99,31,110	17,16,75,631	85.8674	17,16,72,975	2,656	99.9985	0.0015
5. Special Resolution: Re-appointment of Mr. Vikram Sitaram Kasbekar (DIN: 00985182) as a Whole-time Director of the Company.								
Whether promoter/ promoter group are intersted in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote E-voting	6,94,88,181	6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000
Public-Institutions	Remote E-voting	11,31,31,494	10,17,76,867	89.9633	9,94,40,920	23,35,947	97.7048	2.2952
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		10,17,76,867	89.9633	9,94,40,920	23,35,947	97.7048	2.2952
Public-Non Institutions	Remote E-voting	1,73,11,435	4,46,204	2.5775	4,44,983	1,221	99.7264	0.2736
	E-votes during the AGM		341	0.0020	341	0	100.0000	0.0000
	Total		4,46,545	2.5795	4,45,324	1,221	99.7266	0.2734
Total		19,99,31,110	17,17,11,593	85.8854	16,93,74,425	23,37,168	98.6389	1.3611

6. Special Resolution: Re-appointment of Ms. Tina Trikha (DIN: 02778940) as an Independent Director of the Company.								
Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote E-voting	6,94,88,181	6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000
Public-Institutions	Remote E-voting	11,31,31,494	10,13,46,367	89.5828	9,97,91,160	15,55,207	98.4655	1.5345
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		10,13,46,367	89.5828	9,97,91,160	15,55,207	98.4655	1.5345
Public-Non Institutions	Remote E-voting	1,73,11,435	4,46,204	2.5775	4,42,694	3,510	99.2134	0.7866
	E-votes during the AGM		341	0.0020	341	0	100.0000	0.0000
	Total		4,46,545	2.5795	4,43,035	3,510	99.2140	0.7860
Total		19,99,31,110	17,12,81,093	85.6701	16,97,22,376	15,58,717	99.0900	0.9100

7. Special Resolution: Re-appointment of Ms. Camille Miki Tang (DIN: 09404649) as an Independent Director of the Company.								
Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote E-voting	6,94,88,181	6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000
Public-Institutions	Remote E-voting	11,31,31,494	10,17,76,867	89.9633	10,12,63,686	5,13,181	99.4958	0.5042
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		10,17,76,867	89.9633	10,12,63,686	5,13,181	99.4958	0.5042
Public-Non Institutions	Remote E-voting	1,73,11,435	4,46,204	2.5775	4,42,096	4,108	99.0793	0.9207
	E-votes during the AGM		341	0.0020	341	0	100.0000	0.0000
	Total		4,46,545	2.5795	4,42,437	4,108	99.0800	0.9200
Total		19,99,31,110	17,17,11,593	85.8854	17,11,94,304	5,17,289	99.6987	0.3013

8. Special Resolution: Re-appointment of Mr. Rajnish Kumar (DIN: 05328267) as an Independent Director of the Company.								
Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	Remote E-voting	6,94,88,181	6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		6,94,88,181	100.0000	6,94,88,181	0	100.0000	0.0000
Public-Institutions	Remote E-voting	11,31,31,494	10,17,76,867	89.9633	10,08,77,210	8,99,657	99.1160	0.8840
	E-votes during the AGM		0	0.0000	0	0	0.0000	0.0000
	Total		10,17,76,867	89.9633	10,08,77,210	8,99,657	99.1160	0.8840
Public-Non Institutions	Remote E-voting	1,73,11,435	4,46,204	2.5775	4,42,614	3,590	99.1954	0.8046
	E-votes during the AGM		341	0.0020	341	0	100.0000	0.0000
	Total		4,46,545	2.5795	4,42,955	3,590	99.1960	0.8040
Total		19,99,31,110	17,17,11,593	85.8854	17,08,08,346	9,03,247	99.4740	0.5260



DPV & ASSOCIATES LLP

COMPANY SECRETARIES, LLPIN: AAV-8350

Reg. Off: 1A/1, Second Floor, Geeta Colony, Delhi-110031 /
Corporate Off.: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010

E-mail: dpv@dpvassociates.com / devesh@dpvassociates.com

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended from time to time]

To,

The Chairperson
41st Annual General Meeting of the Shareholders of
Hero MotoCorp Limited
(CIN: L35911DL1984PLC017354)
The Grand Plaza, Plot no. 2, Nelson Mandela Road,
Vasant Kunj, Phase –II, New Delhi-110070

Dear Sir,

I, Devesh Kumar Vasisht, Managing Partner of M/s. DPV & Associates LLP, Company Secretaries, having office at 1A/1, Second Floor, Geeta Colony, New Delhi-110031, have been appointed as Scrutinizer by the Board of Directors of Hero MotoCorp Limited ("the Company"), vide resolution passed on May 08, 2024, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize the voting process i.e. remote e-voting and e-voting, in respect of the below mentioned resolutions proposed at the forty-first Annual General Meeting ("AGM") on August 12, 2024 at 11:30 A.M.(IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OVAM"), in a fair and transparent manner.

The Company has availed the services of National Securities Depository Limited ("NSDL") for the purpose of convening the AGM through VC / OVAM facility and voting through remote e-voting / e-voting at the AGM.

As informed by the Company, the notice of the AGM dated June 25, 2024 along with the Annual Report, were sent through electronic mode to the Members whose email ids appear in the Register of Members / Depositories, in compliance with the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred as "MCA circulars") and Securities and Exchange Board of India ("SEBI") circulars dated May 12, 2020, January 15, 2021, May 13, 2022 January 5, 2023 and October 7, 2023 (collectively referred as "SEBI Circulars"), unless any Members have requested for a physical copy of the same.



I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder and (ii) the MCA Circulars; (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and (iv) SEBI Circulars related to voting process in respect of the resolutions contained in the AGM Notice dated June 25, 2024 including the dispatch of notice to the Members and also to ensure a secured electronic voting system.
2. My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the report generated from the e-voting system provided by NSDL.
3. The Members of the Company as on the "Cut-off Date" i.e. Monday, August 5, 2024 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in AGM Notice.
4. The remote e-voting period commenced on Thursday, August 8, 2024 at 9:00 a.m. (IST) and ends on Sunday, August 11, 2024 at 5:00 p.m. (IST) via e-voting platform on the designated website of NSDL, Authorized Agency to provide e-voting facility through www.evoting.nsdl.com. The Company provided e-voting facility to the Members who participated/ attended the AGM through VC/OAVM facility and had not casted their vote earlier through remote e-voting. Further, the e-voting platform for voting was opened during the AGM and it remained open for next 30 minutes from the conclusion of AGM for voting by the members.
5. After completion of e-voting at the AGM, the e-votes cast by the Members were unblocked in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who were not in the employment of the Company who have signed below:



Mukesh Sharma



Parveen Kumar

6. The data of remote e-voting and e-voting at the AGM was diligently scrutinized and reconciled with the records maintained by KFin Technologies Limited, RTA of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
7. There was no shareholder who opted for both the facilities, i.e. remote e-voting and e-voting at AGM. Further, the shareholders who voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered.
8. As on cut-off date, the total paid up Equity Share Capital of the Company was Rs. 39,98,62,220/- (Rupees Thirty-Nine Crore Ninety-Eight Lakh Sixty-Two Thousand Two Hundred and Twenty only) divided into 19,99,31,110 (Nineteen Crore Ninety-Nine Lakh Thirty-One Thousand One Hundred and Ten) fully paid equity shares of face value of Rs. 2/- (Rupees Two) each.



9. The consolidated summary of results of e-voting at AGM and remote e-voting are as under:

Resolution No. 1 To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Directors' and Auditors' thereon and the audited consolidated financial statements of the Company together with the report of the Auditors' thereon for the financial year ended March 31, 2024.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	341	16,87,08,427	16,87,08,768	99.8124
Dissent	-	3,17,085	3,17,085	0.1876
Total	341	16,90,25,512	16,90,25,853	100

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above resolution is attached to this report and marked as 'Annexure A'.

Resolution No. 2 To confirm payment of interim dividend of Rs. 75/- per equity share and a special dividend of Rs. 25/- per equity share, taking overall interim dividend to Rs. 100/- per equity share for the financial year 2023-24 and to declare a final dividend of Rs. 40/- per equity share for the financial year 2023-24.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	341	17,15,12,029	17,15,12,370	99.8610
Dissent	-	2,38,684	2,38,684	0.1390
Total	341	17,17,50,713	17,17,51,054	100

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above resolution is attached to this report and marked as 'Annexure B'.



Resolution No. 3 To appoint a Director in place of Mr. Pradeep Dinodia (DIN: 00027995) who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	341	15,27,55,332	15,27,55,673	90.0801
Dissent	-	1,68,21,914	1,68,21,914	9.9199
Total	341	16,95,77,246	16,95,77,587	100

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above resolution is attached to this report and marked as 'Annexure C'.

Resolution No. 4 Ratification of remuneration of Cost Auditors for financial year 2024-25.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	341	17,16,72,634	17,16,72,975	99.9985
Dissent	-	2,656	2,656	0.0015
Total	341	17,16,75,290	17,16,75,631	100

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above resolution is attached to this report and marked as 'Annexure D'.

Resolution No. 5 Re-appointment of Mr. Vikram Sitaram Kasbekar (DIN: 00985182) as a Whole-time Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	341	16,93,74,084	16,93,74,425	98.6389
Dissent	-	23,37,168	23,37,168	1.3611
Total	341	17,17,11,252	17,17,11,593	100

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above resolution is attached to this report and marked as 'Annexure E'.



Resolution No. 6 Re-appointment of Ms. Tina Trikha (DIN: 02778940) as an Independent Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	341	16,97,22,035	16,97,22,376	99.0900
Dissent	-	15,58,717	15,58,717	0.9100
Total	341	17,12,80,752	17,12,81,093	100

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above resolution is attached to this report and marked as 'Annexure F'.

Resolution No. 7 Re-appointment of Ms. Camille Miki Tang (DIN: 09404649) as an Independent Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	341	17,11,93,963	17,11,94,304	99.6987
Dissent	-	5,17,289	5,17,289	0.3013
Total	341	17,17,11,252	17,17,11,593	100

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above resolution is attached to this report and marked as 'Annexure G'.

Resolution No. 8 Re-appointment of Mr. Rajnish Kumar (DIN: 05328267) as an Independent Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	341	17,08,08,005	17,08,08,346	99.4740
Dissent	-	9,03,247	9,03,247	0.5260
Total	341	17,17,11,252	17,17,11,593	100

Therefore, the above-mentioned resolution has been approved with requisite majority. The detailed break up of voting through remote e-voting in respect of the above resolution is attached to this report and marked as 'Annexure H'.

10. The register containing the details of e-voting will be handed over to the Company Secretary of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

Thanking You,
For DPV & Associates LLP
Company Secretaries

Devesh Kumar Vasisht

Devesh Kumar Vasisht
Managing Partner
CP No.:13700 / Mem. No. F8488
UDIN: F008488F000960428

August 13, 2024
New Delhi



Countersigned by
For Hero MotoCorp Limited

Dr. Pawan Munjal

Dr. Pawan Munjal
Executive Chairman

[Signature]

August 13, 2024
New Delhi

*****This space is left blank intentionally*****

Annexure-A

Details of E-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	2,009	16,90,25,512	33,80,51,024
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2,009	16,90,25,512	33,80,51,024
d) Votes with assent for the resolution	1,981	16,87,08,427	33,74,16,854
e) Votes with dissent for the resolution	28	3,17,085	6,34,170

A2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	15	341	682
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	15	341	682
d) Votes with assent for the resolution	15	341	682
e) Votes with dissent for the resolution	-	-	-



Annexure-B

Details of E-voting during the AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	2,011	17,17,50,713	34,35,01,426
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2,011	17,17,50,713	34,35,01,426
d) Votes with assent for the resolution	1,981	17,15,12,029	34,30,24,058
e) Votes with dissent for the resolution	30	2,38,684	4,77,368

B2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	15	341	682
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	15	341	682
d) Votes with assent for the resolution	15	341	682
e) Votes with dissent for the resolution	-	-	-



Annexure-C

Details of e-voting during the AGM & remote e-voting for resolution no.-3 are as under:

C1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	2,007	16,95,77,246	33,91,54,492
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2,007	16,95,77,246	33,91,54,492
d) Votes with assent for the resolution	1,605	15,27,55,332	30,55,10,664
e) Votes with dissent for the resolution	402	1,68,21,914	3,36,43,828

C2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	15	341	682
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	15	341	682
d) Votes with assent for the resolution	15	341	682
e) Votes with dissent for the resolution	-	-	-



Annexure-D

Details of E-voting during the AGM & remote e-voting for Resolution No.- 4 are as under:

D1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	2,006	17,16,75,290	34,33,50,580
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2,006	17,16,75,290	34,33,50,580
d) Votes with assent for the resolution	1,975	17,16,72,634	34,33,45,268
e) Votes with dissent for the resolution	31	2,656	5,312

D2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	15	341	682
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	15	341	682
d) Votes with assent for the resolution	15	341	682
e) Votes with dissent for the resolution	-	-	-



Annexure-E

Details of E-voting during the AGM & remote e-voting for Resolution No.- 5 are as under:

E1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	2,014	17,17,11,252	34,34,22,504
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2,014	17,17,11,252	34,34,22,504
d) Votes with assent for the resolution	1,934	16,93,74,084	33,87,48,168
e) Votes with dissent for the resolution	80	23,37,168	46,74,336

E2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	15	341	682
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	15	341	682
d) Votes with assent for the resolution	15	341	682
e) Votes with dissent for the resolution	-	-	-



Annexure-F

Details of E-voting during the AGM & remote e-voting for Resolution No.- 6 are as under:

F1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	2,007	17,12,80,752	34,25,61,504
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2,007	17,12,80,752	34,25,61,504
d) Votes with assent for the resolution	1,915	16,97,22,035	33,94,44,070
e) Votes with dissent for the resolution	92	15,58,717	31,17,434

F2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	15	341	682
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	15	341	682
d) Votes with assent for the resolution	15	341	682
e) Votes with dissent for the resolution	-	-	-



Annexure-G

Details of E-voting during the AGM & remote e-voting for Resolution No.- 7 are as under:

G1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	2,009	17,17,11,252	34,34,22,504
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2,009	17,17,11,252	34,34,22,504
d) Votes with assent for the resolution	1,953	17,11,93,963	34,23,87,926
e) Votes with dissent for the resolution	56	5,17,289	10,34,578

G2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	15	341	682
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	15	341	682
d) Votes with assent for the resolution	15	341	682
e) Votes with dissent for the resolution	-	-	-



Annexure-H

Details of E-voting during the AGM & remote e-voting for Resolution No.- 8 are as under:

H1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares in ₹
a) Total votes received	2,010	17,17,11,252	34,34,22,504
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	2,010	17,17,11,252	34,34,22,504
d) Votes with assent for the resolution	1,947	17,08,08,005	34,16,16,010
e) Votes with dissent for the resolution	63	9,03,247	18,06,494

H2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	15	341	682
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	15	341	682
d) Votes with assent for the resolution	15	341	682
e) Votes with dissent for the resolution	-	-	-

