

Notice

NOTICE is hereby given that the EXTRA - ORDINARY GENERAL MEETING of the Members of HERO HONDA MOTORS LIMITED will be held on Friday, June 17 2011, at 12 : 30 P.M., at Plot No. 3, Sector-10, I.I.E, SIDCUL, Roshanabad, Haridwar – 249 403, Uttarakhand, to transact the following business:

SPECIAL BUSINESS:

To consider, and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolutions:

1. CHANGE OF NAME OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 21 and other applicable provisions of the Companies Act, 1956 and subject to approval of the Central Government /Registrar of Companies and subject to such other approvals as may be required, the consent of the members be and is hereby accorded to change of name of the Company from "Hero Honda Motors Limited" to "Hero MotoCorp Limited".

RESOLVED FURTHER THAT clause I of the Memorandum of Association of the Company be substituted by the following clause:

'1. The name of the Company is **Hero MotoCorp Limited.**'

RESOLVED FURTHER THAT the name "Hero Honda Motors Limited" wherever it appears in the Articles of Association of the Company be substituted by the new name "Hero MotoCorp Limited".

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution."

2. AMENDMENT TO ARTICLES OF ASSOCIATION

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions of the Companies Act, 1956 and subject to approval of the Central Government/Registrar of Companies and subject to such other approvals as may be required, the consent of the members be and is hereby accorded to amend the Articles of Association of the Company as follows :

a) the existing Article 6 sub-article 7 of the Articles of Association be substituted by the following:

7. In the event that any shares shall be issued for allotment to persons other than the "B" and "C" shareholder or any share held by the "B" Shareholder or "C" Shareholder shall be transferred to a person other than the "B" and "C" shareholders pursuant to these Articles, such shares shall become and be treated in all respects as "A" equity shares. If any "B" equity shares are transferred to "C" shareholder, such shares shall become and be treated in all respects as "C" equity shares. If any "C" equity shares are transferred to "B" shareholder, such shares shall become and be treated in all respects as "B" equity shares.

b) a new sub-article 7A reading as follows be added after the revised Article 6 sub-article 7 of the Articles of Association:

7A. If either the "B" shareholder or the "C" shareholder, cease to hold any equity shares, then thereafter all references to "B" equity shares, "B" Shareholders and "B" Directors or "C" equity shares, "C" shareholder and "C" Directors, as the case may be, will stand deleted, except to the extent as provided in Article 84, from the Articles. Such deletion will not affect "B" shareholder or "C" shareholder, as the case may be, whoever of them is the continuing shareholder and these Articles will be construed and interpreted accordingly.

c) the existing Article 84 of the Articles of Association be substituted by the following:

84. The number of Directors of the Company shall not be more than 16, excluding the nominee(s) of Central and/or State Financial Institutions. Out of the 16 Directors, an equal number of Directors may be designated, proposed or approved by "B" shareholders and by "C" Shareholders respectively. If the "B" shareholder or "C" shareholder cease to hold any equity shares, then "B" shareholder or "C" shareholder, who is continuing shareholder, may designate, propose or approve the number of Directors designated, proposed, or approved by the exiting "B" or "C" shareholder, as the case may be, provided however that so long as "Honda" remains a part of the Company's name, "B" shareholder (even if it has ceased to hold any shares) may designate, propose, or approve not more than 2 non executive Directors."

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution."

**By Order of the Board
for Hero Honda Motors Limited**



**ILAM C. KAMBOJ
Sr. G.M. Legal & Company Secretary**

**New Delhi
May 19, 2011**
Registered Office:
34, Community Centre,
Basant Lok, Vasant Vihar,
New Delhi-110 057

Notes

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, which sets out details relating to Special Business to be transacted at the meeting is printed overleaf.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
3. Members must quote their Folio Number / De-mat Account No. and contact details such as email address, contact no. etc, in all correspondence with the Company/ Registrar & Share Transfer Agent.
4. Guidelines for attending the Extraordinary General Meeting of the Company:
 - a. Entry to the Hall will be strictly against entry coupon available at the counters at the venue and against the exchange of duly filled in and signed valid attendance slip.
 - b. Any briefcase / bags / eatables are not allowed inside the Hall.
 - c. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.
5. As per the Circular No. MRD/Dop/Cir-05/2009 dated May 20, 2009 issued by Securities Exchange Board of India (SEBI) it is **mandatory to quote PAN** for transfer/transmission of shares in **physical form**. Therefore, the transferee(s)/legal heirs(s) are required to furnish a copy of their PAN to the Registrar & Share Transfer Agent of the Company.
6. Pursuant to the provisions of Section 109A of the Companies Act, 1956, every member or joint holders holding shares in **physical form** may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A **nomination form** for this purpose is available at the website of the Company. Member or joint holder(s) holding shares in demat form may contact their respective DP for availing this facility.
7. Members are requested to notify **immediately** any Change in Address and Signature Updation vide the forms available at the website of the Company for their **physical holdings** to the Registrar & Share Transfer Agent of the Company i.e. M/s Karvy Computershare Private Limited and to the respective DP in case of shares held in **electronic mode**. Please note that request for Change in Address or Signature Updation, if found incomplete in any respect shall be rejected.
8. The Ministry of Corporate Affairs, vide its Circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 has taken a "Green Initiative" by allowing paperless compliances by the companies to serve the requisite documents to its members vide e-mode, in pursuance to Section 53 of the Companies Act, 1956. Accordingly, the Company shall be required to update its database by incorporating your designated e-mail ID in its records.

You are thus requested to kindly submit your e-mail ID vide the e-mail updation form available at the website of the Company. The same could be done by filling up and signing at the appropriate place in the said form and :

- i) by returning this letter by post; or
- ii) by returning a scan copy through e-mail at emailupdation@herohonda.com.

The e-mail ID provided shall be updated subject to successful verification of your signatures.

Explanatory Statement

pursuant to Section 173(2) of the Companies Act, 1956

Item Nos. 1 & 2 :

Hero Honda Motors Limited (Hero Honda), the Company was formed as a joint venture between the Hero Group and Honda Motor Co., Ltd., Japan (Honda) in 1984. On December 16, 2010, the management of the Company signed a new licensing arrangement with Honda. The Hero Group and Honda agreed to restructure their respective equity positions in Hero Honda as a part of which, Hero Group bought the entire 26% of Honda's stake in Hero Honda.

As a result of the separation of the joint venture partners i.e. Hero Group and Honda and subsequent to the sale of entire shareholding by Honda to Hero Investments Private Limited, the word "Honda" needs to be dropped from the name of the Company, i.e. Hero Honda Motors Limited. Further to the removal of the word "Honda" from the name of the Company, the word "Motors" has also been proposed to be replaced by the word "MotoCorp". The word "MotoCorp" would help in projecting the Company a global Motor Vehicle company having a global footprint in the Motor vehicle Industry.

The Registrar of Companies, NCT of Delhi & Haryana vide its letter dated May 18, 2011 has accorded its assent to the proposed name i.e. "Hero MotoCorp Limited".

Change of the Company's name in the aforesaid manner requires approval of the Members of the Company by a Special Resolution, pursuant to Section 21 of the Companies Act, 1956 ("Act").

Further, in view of Honda ceasing to be a shareholder of the Company pursuant to the transfer of its entire shareholding/voting rights in the Company, the Article nos. 6(7) and 84 also needs to be amended and a new Article no. 6(7A) after Article no. 6(7) needs to be inserted in the Articles of Association of the Company.

Amendment to the Articles of Association of the Company requires approval of the Members of the Company by a Special Resolution, pursuant to Section 31 of the Act.

Your approval is therefore sought by way of passing Special Resolutions in terms of the provisions of Section 21 and Section 31 of the Act.

None of the Directors is concerned or interested in the said Resolutions.

The Board of Directors, therefore, recommend the adoption of the said Resolutions at Item nos. 1 & 2 as Special Resolutions.

MEMORANDUM OF INSPECTION

The existing Memorandum and Articles of Association and Certificate of Incorporation are available for inspection at the Registered Office of the Company between 11:00 A.M. to 01:00 P.M. till June 16, 2011.

**By Order of the Board
for Hero Honda Motors Limited**



**ILAM C. KAMBOJ
Sr. G.M. Legal & Company Secretary**

**New Delhi
May 19, 2011**
Registered Office:
34, Community Centre,
Basant Lok, Vasant Vihar,
New Delhi-110 057

Attendance Slip

HERO HONDA MOTORS LIMITED

Regd. Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110 057

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

L.F. No. _____

No. of shares held _____

DP.Id.* _____

Client Id.* _____

	Name(s) in full	Father's/Husband's Name	Address as Regd. with the Company
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held on Friday, June 17, 2011 at 12:30 P.M., at Plot No.3, Sector-10, I.I.E., SIDCUL Roshanabad, Haridwar- 249403 (Uttarakhand).

Signature of the shareholder(s)/proxy**

1. _____ 2. _____ 3. _____

* Applicable for investors holding shares in electronic form.

** Strike out whichever is not applicable.

Note: Attendance slip in **original** should be complete in all respects.

**No gift of any nature will be distributed at the Extra Ordinary General Meeting.
The members seeking gifts may excuse us.**

Proxy

HERO HONDA MOTORS LIMITED

Regd. Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110 057

L.F. No. _____

No. of shares held _____

DP.Id.* _____

Client Id.* _____

I/We;

	Name(s) in full	Father's/Husband's Name	Address as Regd. with the Company
1.	_____	_____	_____
2.	_____	_____	_____
3.	_____	_____	_____

being a member/members of Hero Honda Motors Limited hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company being held on Friday, June 17, 2011 at 12:30 P.M., at Plot No.3, Sector-10, I.I.E., SIDCUL Roshanabad, Haridwar- 249403 (Uttarakhand).

Signature of the shareholder

Signature of Proxy(s)

1. _____ 2. _____ 3. _____ 1. _____

2. _____

Date : ___ / ___ / 2011

Affix a
Revenue
Stamp

*Applicable for investors holding shares in electronic form.

Note: The proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.