



Hero MotoCorp Limited

Registered Office: The Grand Plaza, Plot no. 2, Nelson Mandela Road,
Vasant Kunj Phase –II, New Delhi-110070

CIN: L35911DL1984PLC017354, **Phone:** 011- 4604 4220, **Fax:** 011-46044399

Email: secretarialho@heromotocorp.com, **Website:** www.heromotocorp.com

NOTICE

NOTICE is hereby given that the **38th Annual General Meeting ('AGM')** of the Members of **Hero MotoCorp Limited** will be held on **Wednesday, August 4, 2021 at 4:30 P.M through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")** to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2021 together with the reports of the Directors' and Auditors' thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2021.
2. To confirm payment of interim dividend of ₹ 70/- per equity share and to declare a final dividend of ₹ 35/-per equity share for the financial year 2020-21.
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.

SPECIAL BUSINESS

4. Ratification of remuneration of Cost Auditors for financial year 2021-22.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, remuneration payable to M/s R J Goel & Co., Cost Accountants (Firm Registration No. 000026), appointed by the Board of Directors as Cost Auditors to conduct audit of the cost records of the Company for the financial year 2021-22, amounting to Rs. 3,00,000/- (Rupees Three Lakh only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit be and is hereby confirmed, ratified and approved."

5. Appointment of Air Chief Marshal Birender Singh Dhanoa (Retd.) (DIN: 08851613) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Air Chief Marshal Birender Singh Dhanoa (Retd.) (DIN: 08851613), who was appointed as an Additional and Independent Director of the Company with effect from October 1, 2020 to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years, from the date of appointment i.e. October 1, 2020 to September 30, 2025."

6. Re- appointment of Dr. Pawan Munjal (DIN: 00004223) as a Whole-time Director of the Company.

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

"RESOLVED THAT pursuant to Sections 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in respect of appointment of a Whole-time Director of a company, and

in terms of Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the re-appointment of Dr. Pawan Munjal (DIN: 00004223) as a Whole-time Director designated as 'Chairman & CEO' (or such other designation as may be decided by the Board and /or Nomination and Remuneration Committee (NRC) from time to time) for a term of 5 (five) years from the expiry of his present term of office, viz. with effect from October 1, 2021 till September 30, 2026.

RESOLVED FURTHER THAT pursuant to Regulation 17(1B) of the Listing Regulations coming into effect on April 1, 2022 or at such other extended date as may be determined by the SEBI, or any other similar provision of law coming into force, Dr. Pawan Munjal shall be re-designated as may be required and decided by the Board of Directors and /or the NRC.

RESOLVED FURTHER THAT Dr. Pawan Munjal, shall not be liable to retire by rotation in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the NRC be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions."

7. To approve terms and conditions and payment of remuneration of Dr. Pawan Munjal (DIN: 00004223) as the Whole-time Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196(4), 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to the terms and conditions and payment of such remuneration to Dr. Pawan Munjal as a Whole-time Director of the Company, for a term of 5 (Five) years with effect from October 1, 2021 till September 30, 2026, as detailed in the explanatory statement annexed hereto, with authority to the Board of Directors (on the recommendations of the Nomination and Remuneration Committee (NRC)) to alter, enhance or widen the scope of remuneration (including the fixed pay, variable pay or other benefits) or the terms and conditions of the re-appointment including such periodical increase in his remuneration as may be permissible within the overall remuneration limits under Section 197, read with Schedule V of the Companies Act, 2013 and rules made thereunder and other applicable laws, regulations, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or the NRC be and is hereby authorized to do all such acts, deeds

and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

8. To approve extension of benefits of Employee Incentive Scheme - 2014 to the eligible employees of the subsidiary companies.

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, Regulation 6(3)(c) and other relevant regulations of the SEBI (Share Based Employee Benefits) Regulations, 2014, Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be required, and further subject to such terms and conditions as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to and accepted by the Board of Directors (including the Nomination & Remuneration Committee (NRC)), consent of the Company be and is hereby accorded to the Board (including the NRC) to extend the applicability and coverage of "Hero MotoCorp Ltd. Employee Incentive Scheme 2014 – Options, and Restricted Stock Units" ("Employee Incentive Scheme 2014" or "the Scheme"), the Scheme that is already in existence and approved by the shareholders on September 22, 2014, under SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, to such individual(s) who are in the permanent employment of the subsidiary companies, whether working in India or overseas, and to the director(s) (whether a Whole-time Director or not but excluding independent director), of the subsidiary companies and to such other persons as may from time to time be allowed to enjoy the benefits of the Scheme under applicable laws and regulations prevailing from time to time, except persons who are promoters or belong to the promoter group and a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed share capital of the subsidiary companies, and to create, offer, issue, grant and allot such number of equity shares of the Company not exceeding 49,90,000 (forty nine lakh ninety thousand only) under the Employee Incentive Scheme 2014, in one or more tranches in such manner as may be determined by the Board including the NRC in accordance with stipulations contained in the Scheme.

RESOLVED FURTHER THAT except extending the applicability and coverage including to create, offer, issue, grant and allot equity shares under the Employee Incentive Scheme 2014, to the employees of any existing and future subsidiary companies, all other terms and conditions of the said Scheme and the approval and authority granted by the shareholders of the Company vide special resolution passed by postal ballot on September 22, 2014 in this regard, shall continue to prevail in entirety and the same shall not be construed as amendment or modification of the Scheme in any manner whatsoever.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board including NRC be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in relation to formulation and implementation of the Scheme at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution”

By order of the Board
For **Hero MotoCorp Ltd.**

Neerja Sharma

New Delhi
July 1, 2021

Company Secretary & Chief Compliance Officer
Membership No. A9630

Registered Office:

The Grand Plaza, Plot no. 2, Nelson Mandela Road,
Vasant Kunj Phase –II, New Delhi-110070
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NOTES:

1. In view of the COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (hereinafter collectively referred to as “Circulars”) allowed companies whose AGMs were due to be held in the year 2020 or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020. Hence, in compliance with these Circulars, the annual general meeting of the Company (hereinafter referred as “AGM”) will be conducted through Video Conferencing (VC)/Other Audio Visual Mode (OAVM). The deemed venue for the 38th AGM shall be the Registered Office of the Company.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to special business to be transacted at the AGM is annexed hereto.
3. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2 in respect of the Directors seeking appointment/re-appointment at the 38th AGM are annexed hereto as Annexure - A to the Notice which forms part of the Explanatory Statement. The Company has received relevant disclosure/consent from the Directors seeking appointment/re-appointment.
4. On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, the Company has sent the Annual Report and the Notice of AGM only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a) Shareholders holding shares in physical form, are requested to register/ update their email addresses by clicking on <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> or by writing to the RTA with details of folio number and attaching a self-attested copy of PAN card at einward.ris@kfintech.com.
 - b) Shareholders holding shares in dematerialized form, are requested to register/ update their email addresses with the Depository Participants with whom the demat account is maintained.
5. The Notice of the 38th AGM and the Annual Report for the year 2020-21 including therein the Audited Financial Statements for the year 2020-21, will be available on the website of the Company at www.heromotocorp.com and the website of stock exchanges at BSE Limited www.bseindia.com and National Stock Exchanges of India Ltd www.nseindia.com. The Notice of 38th AGM will also be available on the website of National Securities Depositories Limited (NSDL) at www.evoting.nsdl.com
6. The Annual Report along with Notice of AGM is being sent to the members, whose names appear in the Register of Members/depositories as at close of business hours on July 2, 2021.
7. Since the AGM will be held through VC, the facility to appoint proxy to attend and cast vote for the members is not available for the AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Therefore, the route map, proxy form and attendance slip are not annexed to this Notice.
8. **AGM through VC:**
 - a) NSDL will be providing facility for convening 38th AGM through VC/OAVM Facility, voting through remote e-voting and e-voting during the 38th AGM.
 - b) Since this AGM is being held through VC therefore physical attendance of Members has been dispensed with.
 - c) Corporate/Institutional Members are required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC / OAVM

on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to contact@cssanjaygrover.in with a copy marked to evoting@nsdl.co.in.

- d) Members may join the AGM through VC/OAVM facility, by following the procedure as mentioned below, which shall be kept open for the Members from 4:00 p.m. IST i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the AGM.
- e) The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis (FCFS). No restrictions on account of FCFS entry into AGM will apply in respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc.
- f) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. Instructions for the Members for attending the AGM through Video Conference (VC):

- a) The members will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may follow the steps mentioned in point no. 15 below for access to NSDL e-voting system. After successful login, you are requested to click on the "VC/ OAVM link" placed under "Join General meeting" menu against Company's name. The link for VC/ OAVM will be available in Shareholder/Member login where the EVEN (116311) of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b) Members are encouraged to join the meeting through laptops for better experience.
- c) Members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- e) The Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the 38th AGM shall be the same persons mentioned for remote e-voting and reproduced hereunder for convenience:

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members who need assistance before or during the AGM and e-voting user manual for Members available on the website www.evoting.nsdl.com under the 'Downloads Section'. You can also contact NSDL on toll free number 1800-1020-990 and 1800 22 44 30 or Ms. Sarita Mote, Assistant Manager, NSDL, at designated e-mail IDs: evoting@nsdl.co.in, who will address the grievances related to electronic voting.

10. Instructions for members for e-voting during the AGM session:

- a) The procedure for e-voting during the AGM is same as the instructions mentioned below for remote e-voting.
- b) Only those members/shareholders/representatives, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

11. Submission of questions or queries prior to AGM/ Registration of Speakers:

Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by July 28, 2021 through email on secretarialho@heromotocorp.com. Such questions shall be taken up during the meeting or replied by the Company suitably.

Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no., No. of shares, PAN, mobile number at secretarialho@heromotocorp.com on or before July 28, 2021. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

12. Inspection:

All documents referred to in the Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 4, 2021. Members seeking to inspect such documents can send an email to secretarialho@heromotocorp.com

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ("Act") and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.

13. Dividend:

- a) Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Saturday, July 24, 2021 to Wednesday, August 4, 2021 (both days inclusive) for the purpose of 38th AGM of the Company and for determining the entitlement of the shareholders for final dividend for the financial year 2020-21, as may be approved by the Members at the meeting.
- b) Final Dividend for the financial year 2020-21, as recommended by the Board, if approved, at the AGM will be paid to the Members by September 3, 2021 i.e. within 30 days from the date of approval to those Members/beneficial owners whose names appear in the Register of Members/depository records as at close of business hours on July 23, 2021.
- c) Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants with whom they maintain their demat accounts will be used by the Company for payment of dividend. The Company cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars or bank mandates. Members holding shares in demat form are, therefore, requested to intimate any change in their addresses and/or bank mandate immediately to their Depository Participants.
- d) Members holding shares in physical form are requested to register their Electronic Clearing Service (ECS) mandate by submitting the (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (viz. Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) a self-attested copy of the PAN card and (iii) cancelled cheque leaf to the Company's RTA, by email at einward.ris@kfintech.com.
- e) For the shareholders who have not updated their bank account details, the Company will send the dividend

warrants at the address registered in Company's records once the situation created by the outbreak of the COVID-19 pandemic, gets normalized.

- f) Shareholders may note that the Income Tax Act, 1961 (Act), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 1, 2020, shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making payment of the final dividend, if approved at AGM. In order to enable the Company to determine the appropriate TDS rate, as applicable, shareholders are requested to submit their documents in accordance with the provisions of the Act. The Company has also sent an email to all the shareholders at their registered email Ids in this regard. Members are requested to write to the RTA at einward.ris@kfintech.com for any queries/questions in this regard.

14. Cut-off Date:

The Company has fixed Wednesday, July 28, 2021 as the **Cut-off Date** for remote e-voting. The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e. Wednesday, July 28, 2021 only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

15. Remote e-voting:

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM) through NSDL, for all Members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of 38th AGM of the Company.

The remote e-voting period begins on **Saturday, July 31, 2021 at 9:00 a.m.** (IST) and ends on **Tuesday, August 3, 2021 at 5:00 p.m.** (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on the Cut-off Date i.e. Wednesday, July 28, 2021, may cast their votes electronically. The remote e-voting module shall be disabled after 5:00 p.m. (IST) on **Tuesday, August 3, 2021**.

The facility for electronic voting system, shall also be made available at the 38th AGM. The Members attending the AGM, who have not cast their votes through remote e-voting, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

The Members desirous of voting through remote e-voting are requested to refer to the detailed procedure given hereinafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.



INSTRUCTIONS FOR E-VOTING:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E-voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective E-voting Service Provider (ESP) i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager, at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories / RTA for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. Shareholders holding shares in physical form, are requested to register/ update their email addresses by clicking on <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> or by writing to the RTA with details of folio number and attaching a self-attested copy of PAN card at HYPERLINK "<mailto:einward.ris@kfintech.com>" einward.ris@kfintech.com.
2. Shareholders holding shares in dematerialized form, are requested to register/ update their email addresses with the Depository Participants with whom the demat account is maintained.
3. Alternatively, shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

16. The Company has designated Mr. Dhiraj Kapoor, General Manager - Secretarial, to address the grievances connected with the voting by electronic means. The Members can reach Company official at +91-11-46044220 or secretarialho@heromotocorp.com.
17. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date, being Wednesday, July 28, 2021.
18. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Partner, failing him Ms. Priyanka, Partner, M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi (Firm Registration No. P2001DE052900), as Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
19. The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall within two working days of conclusion of the AGM, submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised who shall countersign the same and declare the results of voting forthwith.
20. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions. The results shall be declared within two working days of conclusion of the Annual General Meeting of the Company. The results along with Scrutiniser's Report shall be placed on the website of the Company (www.heromotocorp.com), website of NSDL (evoting@nsdl.co.in) and by filing with the Stock Exchanges. It shall also be displayed on the Notice Board at the Registered Office of the Company.
21. Members are requested to note that under Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ('IEPF') constituted by the Central Government of India. Further, all shares in respect of which dividends remain unclaimed/unpaid for seven consecutive years or more, are also required to be transferred to designated Demat Account of the IEPF Authority.

The Company during the financial year 2020-21 had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to the financial year 2012-13 along with relevant shares to the IEPF within the stipulated time period.

The Company has uploaded the information in respect of unpaid and unclaimed dividends for financial year 2010-11 onwards and details of shares transferred to IEPF on the website of the IEPF Authority viz. www.iepf.gov.in.

Further, all the shareholders who have not claimed/encashed their dividends in the last seven consecutive years from FY 2013-14 are requested to claim the same. The concerned members are requested to verify the details of their unclaimed amounts, if any, from the website of the Company and write to the Company's Registrar before the same becoming due for transfer to the IEPF.

22. In respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar of any change in their addresses, telephone numbers, e-mail ids, nominees or joint holders, as the case may be.

The Securities and Exchange Board of India ('SEBI') has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.

23. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shares of a listed entity can only be transferred in demat form w.e.f. April 1, 2019 except in cases of transmission or transposition. **Therefore, shareholders are encouraged in their own interest to dematerialize their shareholding to avoid hassle in transfer of shares and eliminate risks associated with physical shares. Members can write to the Registrar in this regard.**
24. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the members 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. Members holding shares in demat form may contact their respective Depository Participants for availing this facility and the Registrar in respect of shares held in physical form.

Law provides voting rights to all members proportionate to their holding in the Company. Hero MotoCorp Limited encourages the members to exercise their voting rights and actively participate in decision making process.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors is required to be ratified by the members of the Company.

Based on the recommendation of Audit Committee, the Board at its meeting held on May 6, 2021 has approved the appointment of M/s. R J Goel & Co., Cost Accountants (Firm Registration No. 000026) as Cost Auditors for the financial year 2021-22 at a remuneration of 3,00,000/- (Rupees Three Lakh only) plus applicable taxes and reimbursement of out of pocket expenses.

The Board recommends ratification of remuneration of Cost Auditors by passing an Ordinary Resolution.

None of the Directors and Key Managerial Personnel or their relatives are in anyway concerned or interested in passing of the above resolution.

Item No. 5

The Board of Directors based on the recommendation of Nomination and Remuneration Committee, has appointed Air Chief Marshal (ACM) Birender Singh Dhanoa (Retd.) as an Additional and Independent Director of the Company w.e.f. October 1, 2020, for a term of five years, not liable to retire by rotation, subject to the approval of Members at the 38th Annual General Meeting.

In terms of Section 161 of the Companies Act, 2013, ACM Dhanoa (Retd.) holds office only upto the date of this AGM and is eligible for appointment as a Director.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature as a Director in the capacity of an Independent Director of the Company.

The Company has received requisite consent and declarations from ACM Dhanoa (Retd.) including confirmation that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

ACM Dhanoa (Retd.) was the 25th Chief of the Indian Air Force (IAF) from January 1, 2017 to September 30, 2019. He had an illustrious career with Indian Air Force and had served at various ranks. He served as the Air Officer Commanding-in-Chief of South Western Air Command before taking over as the Vice Chief of Air Staff (VCAS) in May 2015. He has been awarded with the Param Vishisht Seva Medal in 2016, Ati Vishisht Seva Medal in 2015, Yudh Seva Medal 1999 and Vayu Sena Medal in 1999. Amongst various other achievements, he was also awarded as the most decorated Air Force unit for demonstrating excellent leadership during Kargil conflict.

The requisite details of ACM Dhanoa (Retd.) are provided in Annexure A to the Notice.

In the opinion of the Board, he fulfills the conditions specified in the said Act and is independent of the management. Further, he possesses appropriate skills, experience, expertise and knowledge which would benefit the business of the Company.

It is proposed that ACM Birender Singh Dhanoa (Retd.) be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years i.e. from October 1, 2020 to September 30, 2025 and he shall not be liable to retire by rotation.

A copy of the letter of appointment of ACM Dhanoa (Retd.) setting out the terms and conditions of appointment is available for electronic inspection upto the date of AGM and will also be available for inspection during the AGM. A brief profile of ACM Dhanoa (Retd.) is also available on the website of the Company i.e. www.heromotocorp.com.

None of the Directors and Key Managerial Personnel or their relatives except ACM Dhanoa (Retd.) and his relatives are in anyway concerned or interested in passing of the above resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6 & 7

Dr. Pawan Munjal was appointed as the Chairman, Managing Director & CEO of the Company for a term of five years with effect from October 1, 2016 till September 30, 2021. Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on May 6, 2021, has re-appointed Dr. Pawan Munjal (DIN: 00004223) as the Whole-time Director designated as 'Chairman & CEO' (or such other designation as may be decided by the Board and/or NRC from time to time) for a term of 5 years with effect from October 1, 2021 till September 30, 2026.

In order to ensure compliance with Regulation 17(1B) of the Listing Regulations, coming into effect from April 01, 2022 or such other date as may be determined by the SEBI, or any other similar provision of law coming into force, Dr. Pawan Munjal shall be re-designated as may be required and decided by the Board of Directors and /or the Nomination and Remuneration Committee (NRC). The Board and /or NRC shall have the authority to decide the title or designation of Dr. Munjal, while he serves in the capacity as a Whole-time Director of the Company for a period of 5 years till September 30, 2026.

Dr. Pawan Munjal is one of India's foremost corporate leaders, championing growth, socio-economic progress, and technological innovations. Under his able leadership, Hero MotoCorp, the world's largest manufacturer of two-wheelers achieved the coveted title of World's No. 1 two-wheeler company and has successfully retained this position till date, for 20 consecutive years. He has also led Hero MotoCorp to consolidate its leadership in the domestic market and expand its global footprint to more than 40 countries across multiple continents.

He has consistently demonstrated his exemplary leadership and is regarded as one of India's highly-respected business leaders. In a highly adverse market and economic environment especially during FY21 due to covid-19 pandemic, he has guided and led the organization in achieving extraordinary performance, results and milestones. Among the key achievements, the Company gained 1.4% MS in a difficult market further complicated with the emission norms transition and launch of new products during these times. Global business strategy has been re-invigorated with a stiff target to deliver >50% growth in the year, there are already early signs of improved performance. Effective cash management helped the Company improve its cash reserves from a low of Rs.1,000 crore to Rs.10,000 crore. During the year, to give a boost to the journey in the premium segment the Company entered into a collaboration with Harley-Davidson, the American iconic motorcycle Company; it is the only such partnership for Harley anywhere in the world where they have licensed their brand. The focus on sustainability and employee care was the other highlight which Dr. Munjal led from the front. Under his able stewardship Hero became the only two-wheeler Company to be included in the Dow Jones Sustainability Index (DJSI) Emerging Market (EM) Index, it has been

rated highly on MSCI, FTSE Russel ESG indices and has been rated as the lowest risk in the Sustainalytics ESG risk in the sector.

Further, while transitioning to the stricter emission norms, the Company was the first in the country to launch India's first BS-VI motorcycle, Splendor iSmart. Dr. Munjal's positivity, resilience and empathetic leadership led the Company to attain unprecedented achievements. Hero MotoCorp became the first company in the world to produce 100 million two wheelers. His phenomenal mentorship has created an enabling environment for the organization to consistently perform and deliver and enabled the Company to witness highest ever production in a day (31,855 units), highest despatches in a day (39,174 units), highest production in a month (8,03,462 units) and highest despatches in a month (8,06,848 units) during the calendar year 2020. Despite the challenges, Hero MotoCorp has strengthened its market share in core segments and is now leading into new areas. Further, to accelerate the shift to sustainable electric mobility in India, the Company under the able leadership of Dr. Munjal has entered into a strategic partnership with Gogoro® Inc. The companies will establish a battery swapping joint venture to bring Gogoro's industry leading battery swapping platform to India and will collaborate on electric vehicle development to bring Hero-branded, powered by Gogoro Network vehicles to market. The Company plans to launch its first electric vehicle in the financial year 2021-22 to strengthen efforts towards driving in green mobility.

In recognition of his outstanding contribution to the auto industry, he has been conferred with 'Carandbike Visioneer Award' for the year 2021, one of India's most credible awards in the automotive industry, and 'Business Leader of the Year' by The Economic Times Awards for Corporate Excellence – 2020. Dr. Munjal has also been closely associated with Confederation of Indian Industry (CII) for almost 30 years. He has been the Chairman of CII Northern Region during 1996-97 and has led several CII National Committees including on Sports, Environment and Technology & Innovation. Dr. Pawan Munjal has been elected as the Vice President of CII for 2021-22.

Dr. Munjal has also been recognised by the Institutional Investor community (institutionalinvestor.com) for FY21 by the Buy Side and Sell Side in their voting as the Best CEO in all of the Auto Sector (including all auto segments viz. commercial vehicles, four wheelers and two wheelers) in the All Asia Executive Team votings for rest of Asia.

With his great visionary motto of 'Create, Collaborate and Inspire' and his persistent endeavours towards establishing an innovation-led future environment, the Company has achieved technological and operational excellence and sustained its leadership position (world's no. 1 two-wheeler company) in terms of volume of sales since 2001.

The approval of the members is sought for the re-appointment, terms and conditions of the said re-appointment and remuneration to be paid to Dr. Pawan Munjal as the Whole-time Director of the Company. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Pawan Munjal for the office of Whole-time Director of the Company.

Dr. Munjal will attain the age of 70 years during the proposed tenure till September 30, 2026, accordingly, the approval of the shareholders for his re-appointment is being sought by way of a Special Resolution (under item 6) in terms of Section 196 read with Schedule V to the Act, 2013. The approval of the shareholders for the terms and conditions and remuneration under item 7 would require an ordinary resolution, as the remuneration proposed to be paid is within the limits of the Companies Act and SEBI Listing Regulations.

The broad terms and conditions of re-appointment of, including remuneration payable to, Dr. Pawan Munjal are as follows:

A. Remuneration

- (a) **Basic Salary:** Rs. 1.84 crore (Rupees one crore and eighty four lakh only) per month.

B. Perquisites and allowances:

- i. **Special Allowance:** Special allowance @75% of Basic salary;
- ii. **Children Education Allowance:** In case of children studying in India or abroad, actual expenses shall be admissible. Explanation: for the aforesaid purposes "Family" means the spouse, the dependent children of Dr. Munjal;
- iii. **Residential Accommodation:** Free furnished residential accommodation with free use of all the facilities and amenities provided by the Company. If accommodation is not provided by the Company, then he shall be entitled to House Rent Allowance equivalent to 50% of his Basic Salary alongwith free use of all the facilities and amenities;
- iv. **Medical Reimbursement:** Reimbursement of actual medical expenses incurred by Dr. Munjal and his family;
- v. **Club Fees:** Actual fees of clubs to be paid by the Company;
- vi. **Personal Accident Insurance:** Actual premium to be paid by the Company;
- vii. **Insurance of House-hold goods:** Annual premium, as per rules, to be paid by the Company;
- viii. **Group Normal Life Insurance:** Annual premium for insurance cover with sum assured upto maximum of Rs. 1 crore to be paid by the Company;
- ix. **Medical Insurance:** For self and dependents as per rules of the Company;
- x. **Car:** Facility of car(s) with driver for the business of the Company;
- xi. **Telephone:** Free telephone facility at residence including mobile phone and internet;
- xii. **Leave:** One month's leave with full salary for every 11 months of service subject to the condition that leave accumulated but not availed will not be encashed;
- xiii. **Reimbursement of expenses:** Reimbursement of entertainment, traveling, hotel and other expenses for the business of the Company in accordance with applicable rules;

xiv. Contribution to provident and superannuation funds:

Company's contribution to Provident and Superannuation funds will be as per the rules of the Company. In case, superannuation cannot be contributed, he shall be paid amount equivalent to superannuation contribution under the head "Other Allowance"; and

- xv. **Gratuity:** Not exceeding half month's salary for each completed year of service as per rules of the Company

- C. **Commission:** Dr. Munjal will also be allowed remuneration by way of commission in addition to basic salary, perquisites and any other allowances, benefits or amenities subject to the condition that the amount of commission shall not exceed 1% of the net profits of the Company in a particular financial year as computed in the manner referred to in Section 198 of the Companies Act, 2013. The amount of commission shall be paid subject to recommendation of the NRC and approval of the Board of Directors every year and would be based on achievement of organizational performance parameters/metrics as provided herein below or such other parameters/metrics as may be determined by the Board of Directors and/or NRC from time to time:

1. Total Revenue
2. Domestic market share
3. Global business volume
4. EBITDA margin and cash flows
5. Strategic milestones including parts revenue

- D. **Minimum remuneration:** If in any financial year during the currency of tenure of Dr. Munjal as the Whole-time Director of the Company or any other designation as may be decided by the Board or the NRC from time to time, the Company has no profits or its profits are inadequate, he shall be entitled to minimum remuneration by way of basic salary, perquisites, allowances within limits prescribed under Section II, Part II of Schedule V to the Companies Act, 2013, as amended from time to time.

The annual increase, if any, in salary effective April 1, 2022 to be decided by the Board of Directors on the recommendations of the Nomination and Remuneration Committee of the Board.

Dr. Munjal shall not be entitled to any sitting fee for attending meetings of the Board and/or any Committee of Board. In terms of the Articles of Association of the Company, Dr. Munjal shall not be liable to determination by retirement by rotation.

A brief about his nature of expertise in specific functional areas, other directorships and committee memberships, his shareholding and relationship with other directors in the Company are appended to the Notice hereto.

Dr. Pawan Munjal satisfies all the conditions as set out in Part-I of Schedule V and Section 196(3) of the Act for being eligible for re-appointment. He is neither disqualified from being appointed as Director in terms of provisions of the Act

nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

Except Dr. Pawan Munjal and his relatives including Mr. Suman Kant Munjal, who is a brother of Dr. Munjal, no other Director, Key Managerial Personnel or their relatives are in anyway concerned or interested in the resolutions contained under Item No. 6 and 7 of the Notice.

Accordingly, the Board recommends the resolutions, as set out in item no. 6 & 7 to this Notice to be approved by the shareholders, by way of special and ordinary resolution respectively.

Item No. 8

The Company introduced "Hero MotoCorp Ltd. Employee Incentive Scheme 2014 – Options, and Restricted Stock Units", ("Employee Incentive Scheme 2014" or "the Scheme") with the objective to attract, retain and motivate employees as well as to reward eligible employees for their performance and association with the Company and motivate them to contribute to the growth and profitability of the Company. The said Scheme was approved by the members in 2014 through postal ballot on September 22, 2014.

The Scheme also covers eligible employees of the subsidiary companies. The shareholders' approval granted in 2014 also includes grant of options/RSTUs to the eligible employees of the subsidiary companies. However, a separate special resolution of the shareholders as required in SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefits) Regulations, 2014 to extend the applicability and coverage of the Scheme to the employees of the subsidiary companies, was not passed specifically as required under the Regulations. Therefore, to have a separate resolution of shareholders as required under Regulation 6(3)(c) of the SEBI (Share Based Employee Benefits) Regulations, 2014, the present resolution has been proposed. It is to be noted that except extending the applicability and coverage including to create, offer, issue, grant and allot equity shares under the Employee Incentive Scheme 2014, to the employees of subsidiary companies, all other terms and conditions of the said Scheme and the approval and authority granted by the shareholders of the Company vide special resolution passed by postal ballot on September 22, 2014 in this regard shall continue to prevail in entirety and the same shall not be construed as any amendment or modification of the Scheme in any manner whatsoever. No options/ RSTUs have been granted by the Company to any employee of the subsidiary company till date.

Therefore, pursuant to the provisions of SEBI Regulations, approval of the Members is being sought for issue of Stock Options / Restricted stock units / other benefits to eligible employees of the subsidiary companies under the Employee Incentive Scheme 2014.

The salient features of the Employee Incentive Scheme 2014 are mentioned as under:

1. Brief description of the scheme

The Employee Incentive Scheme 2014 has been formulated in accordance with the provisions of Securities and Exchange

Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended, and in terms of the requisite approval granted by the Shareholders of the Company on 22nd September 2014. No shares or any other securities of the Company shall be acquired from the secondary market for the purposes of the Employee Incentive Scheme 2014.

The objective of the Scheme is to attract, retain and motivate the employees which is necessary to enhance the Company's long term growth and profitability and to reward employees for their personal performance.

2. Total number of Options/ RSTUs to be granted

The aggregate number of Options and/or Restricted Stock Units (RSTUs) to be granted under the said Employee Incentive Scheme 2014 shall not be more than 49,90,000 (forty nine lakh ninety thousand) equity shares of the Company of the face value of Rs. 2 each. The Options and/or RSTUs to be granted shall be in one or more tranches, whereby each such Options and/or RSTU, as the case may be, confers a right upon the Employee to apply for 1 (one) equity Share of Rs. 2/- each of the Company, in accordance with the terms and conditions of such issue.

The aggregate number of Options and/or RSTUs that may be granted to the Employees under the Employee Incentive Scheme 2014 and the option granted to the Employees by the Company under the ESOP 2012 Scheme (the one-time scheme which was established by the Company with effect from April 1, 2012 under which the Company had resolved to issue Employee Stock Options exercisable into not more than 20,00,000 (Twenty lakh) Equity Shares with each such option conferring a right upon the employee to apply for 1 (one) equity share of the Company, in accordance with the terms and conditions of such issue) shall collectively not exceed, at all times, 2.5% of the issued and paid-up equity share capital of the Company.

3. Identification of class of employees entitled to participate and be beneficiaries in the Employee Incentive Scheme 2014

All permanent employees working in India or out of India and Directors (whether Managing/ Whole-time Director or not) (except for those who either by themselves or through their relatives or through any body corporate hold directly or indirectly more than 10 % of the issued and subscribed share capital of the Company) of the Company and its Holding Company or Subsidiaries (excluding promoters and employees belonging to Promoter Companies) and further excluding Independent Director as may be decided by the Nomination and Remuneration Committee ('NRC'), from time to time would be entitled to Options and/or RSTUs under the Employee Incentive Scheme 2014.

However, the employees would be granted Options and/or RSTUs based on performance, merit, grade, conduct and length of service of the Employee and such other criteria as the Nomination and Remuneration Committee may, in its absolute discretion decide.

The Option and/or RSUs granted to an employee will not be transferable or assignable to any person except in the event of death of the grantee and the Option and/or RSUs shall be exercisable, during such employee's lifetime, only by him or by his Beneficiary in accordance with the Employees Incentive Scheme 2014. The Option and/or RSUs granted shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner, at any time.

4. Requirements of vesting and period of vesting

The vesting shall take place as per applicable laws and regulations prevailing from time to time, from the date of grant of Options and/or RSUs. The Nomination and Remuneration Committee may, in its discretion, lay down certain performance parameters subject to which Options and/or RSUs would vest. The requirements of vesting and period of vesting shall be mentioned in the Letter of grant.

5. Maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options / RSUs shall be vested

The options and/or RSUs granted under the Scheme would not vest earlier than one year from the grant date in accordance with the SEBI Guidelines or such other period or manner as may be determined by the NRC from time to time on the grant date subject to the conditions as stated in the scheme or prescribed by NRC.

6. Exercise Price or Pricing Formula

The exercise price per Option and/or RSUs may be decided by the NRC at the time of grant. The NRC, if decide unanimously at their meeting, has the power to vary the aforesaid Exercise Price among the different categories/levels of the employees.

7. Exercise period and process of exercise

The exercise period means such time period after Vesting within which the Grantee should exercise the vested Options and/ or vested RSUs in pursuance of the Employee Incentive Scheme 2014. The Options and/or RSUs will be exercisable by the Employees by a written application to the Company to exercise the Options and/or RSUs in such manner, and on execution of such documents, as may be prescribed by the Nomination and Remuneration Committee from time to time. The Options and/or RSUs will lapse if not exercised within the specified Exercise Period.

In respect of employees who resign from the services of the Company, all Unvested Options and/or Unvested RSUs on the date of submission of resignation shall expire and stand terminated with effect from that date. However, all Vested Options and/or Vested RSUs as on that date shall be exercisable by the Option Grantee immediately on or before the last working day in the Company. Special provisions shall apply in case of death, disability, retirement or misconduct of any employee. Any eligible employee may exercise the Options and/or RSUs vested in him/her during the exercise period by submitting requisite documents.

8. Appraisal process for determining the eligibility of employees for the Scheme

The appraisal process for determining the eligibility of the Employees will be specified by the NRC, and will be based on criteria such as role/level of the Employee, past performance record, future potential of the Employee, balance number of years of service until normal retirement age and/or such other criteria that may be determined by the NRC at its sole discretion.

9. Maximum number of Options to be issued per employee and in the aggregate.

The number of Options that should be granted to an employee under the Employee Incentive Scheme 2014 shall be decided by the NRC. However, no employee shall be granted, in any fiscal year of the Company, Options and/or RSUs to purchase more than or equaling to 1 (one) % of the issued and paid up share capital as on the date of grant (excluding outstanding Options and/or RSUs and conversions) unless approval of members in the general meeting by way of separate resolution has been obtained.

10. Maximum quantum of benefits to be provided per employee under the Scheme

The quantum of benefits is determined by the NRC in accordance with the conditions laid out in the Scheme.

11. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust

The Scheme shall be administered by the Company and not through a trust.

12. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both

The Scheme only involves new issue of shares by the Company.

13. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.

This is not applicable under the Scheme.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)

This is not applicable under the Scheme.

15. Statement to the effect that the company shall conform to the accounting policies specified in regulation 15

The Company shall conform to the accounting policies specified in the SEBI Guidelines, and/or such other guidelines or accounting standards as may be applicable, from time to time.

16. The method which the company shall use to value its options or RSUs

The Company shall follow the fair value method for computing the compensation cost for the Options and/or RSUs. The Nomination and Remuneration Committee shall decide the pricing model to be followed subject to compliance with applicable laws and regulations framed therein, from time to time.

17. Adjustments in case of Corporate Actions

A fair and reasonable adjustment shall be made by the Nomination and Remuneration Committee to the number of Options and/or RSUs and to the exercise price in case of Corporate Actions such as Rights Issue, Bonus Issue, Merger, Sale of Divisions and others between the date of grant of Options and/or RSUs and the exercise of the Options and/or RSUs.

As the Scheme entail further shares to be offered to persons other than existing shareholders of the Company, the consent of the members is sought pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of the SEBI Regulations.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their entitlements, if any, under the Scheme.

The Board recommends passing of the resolution as set out under Item No. 8 of the Notice for approval of the members as a special resolution.

By order of the Board
For **Hero MotoCorp Ltd.**



Neerja Sharma

New Delhi
July 1, 2021

Company Secretary & Chief Compliance Officer
Membership no.: A9630

Registered Office:

The Grand Plaza, Plot no. 2, Nelson Mandela Road,
Vasant Kunj Phase –II, New Delhi-110070
CIN: L35911DL1984PLC017354
Phone: 011 - 4604 4220
Fax: 011 - 46044399
Email: secretarialho@heromotocorp.com
Website: www.heromotocorp.com

Annexure A

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2, in respect of the Directors seeking appointment/re-appointment

Name of Director	Pawan Munjal	Pradeep Dinodia	Birender Singh Dhanoa
DIN	00004223	00027995	08851613
Brief Resume	Dr. Munjal, aged 66 years is a graduate in Mechanical engineering and consistently serving his expertise as a member of Board of Directors of the Company since 1986. His brief resume/profile forms part of explanatory statement above for items nos. 6&7 of the Notice.	Mr. Pradeep Dinodia was appointed as a Director on the Board effective March 31, 2001. He graduated in Economics with Honours from St. Stephens College, Delhi University and obtained his Law Degree from the same University. He is a Fellow Member of the Institute of Chartered Accountants of India and Managing Partner in the Delhi-based Chartered Accountancy firm M/s. S.R. Dinodia & Co. LLP. He has co-authored a book "Transfer Pricing Demystified".	As detailed in Explanatory Statement above for Item No. 5 of the Notice
Date of Birth (Age in years)	October 28, 1954 (66)	December 02, 1953 (67)	September 07, 1957 (63)
Qualifications	Graduate in Mechanical Engineering	Chartered Accountant and graduated in Law.	Graduation from Jawaharlal Nehru University and M. Sc. (Defence Studies) from Madras University
Experience	42 years	43 years	41 years
Expertise in specific functional areas	<ul style="list-style-type: none"> - Automotive/ Mobility/ Technology/ R&D/ Product Development - Strategic planning, Business Development, Business Operations - Human resources/ people management - Corporate Governance, Regulatory & Public Policy/ ESG - Global Perspective - Consumer sales/ marketing 	<ul style="list-style-type: none"> - Strategic planning, Business Development, Business Operations - Corporate Governance, Regulatory & Public Policy/ ESG - Accounting & financial expertise 	<ul style="list-style-type: none"> - Strategic planning, Business Development, Business Operations - Human resources/ people management - Accounting & financial expertise

Name of Director	Pawan Munjal	Pradeep Dinodia	Birender Singh Dhanoa
Terms and conditions of appointment / re-appointment	As detailed in Explanatory Statement for Item No. 6 & 7 of the Notice.	At the 36 th AGM held on July 29, 2019, he was appointed as Non-Executive Director, liable to retire by rotation. Being eligible, he has now offered himself for re-appointment.	He is being appointed as an Independent Director w.e.f. October 1, 2020 for a term of 5 years, not liable to retire by rotation. The other terms and conditions are available on website of the Company at www.heromotocorp.com .
Details of remuneration and remuneration last drawn	Details mentioned in the Corporate Governance Report		
Date on which first appointed on the Board	October 1, 1986	March 31, 2001	October 1, 2020
Details of shareholding in the Company	Holding 95,42,876* equity shares of Rs. 2/- each aggregating to 4.78%	160	NIL
Relationship with other Directors/Key Managerial Personnel (if any)	Brother of Mr. Suman Kant Munjal, Non- Executive Director of the Company.	None	None
Number of Board meetings attended during the year	Details mentioned in the Corporate Governance Report		
Details of Directorships/ Committee chairmanship and memberships in other Companies	As detailed herein below		

* Comprise of 43,354 equity shares held in his own name, 32,500 equity shares as Karta of HUF, 93,09,022 equity shares held on behalf of Brijmohan Lall Om Parkash, partnership firm and 1,58,000 equity shares held on behalf of Pawan Munjal Family trust.

Details of Directorship/Committee Chairmanship and Membership in other companies

Name of Director	Type of Company	Directorships held	Committee Membership	Committee Chairmanship
Dr. Pawan Munjal	UL	Rockman Industries Limited	FC	-
		Hero FinCorp Limited	NRC, CSR	COD
	P	Bahadur Chand Investments Private Limited	CSR, AC, RMC, ALMC, NRC, ITSC	-
		Hero InvestCorp Private Limited	CSR	-
		Munjal Acme Packaging Systems Private Limited	-	-
		Pan Mining Private Limited	-	-
		Hero Future Energies Global Limited (body corporate)	-	-
	Section 8	Indian School of Business	-	-
Mr. Pradeep Dinodia	L	DCM Shriram Limited	-	SRC, AC, NRC
		Shriram Pistons and Rings Limited	AC, NRC, SRC	RMC, CSR
	UL	Hero FinCorp Limited	CSR	AC, RMC, NRC, ALMC, SRC, ITSC
	P	-	-	-
	Section 8	-	-	-
Air Chief Marshal Birender Singh Dhanoa (Retd.)	NIL	-	-	-

List of Abbreviations used in the Table above:

UL – Unlisted Public Company

P – Private Limited Company

Section 8 – Non Profit Companies

L- Listed Public Company

AC- Audit Committee

NRC- Nomination & Remuneration Committee

CSR – Corporate Social Responsibility

ALMC- Asset Liability Management Committee

ITSC- IT Strategy Committee

COD - Committee of Directors

FC- Finance Committee

RMC- Risk Management Committee

SRC- Stakeholders Relationship Committee