

## NOTICE

NOTICE is hereby given that the 24<sup>th</sup> ANNUAL GENERAL MEETING of the Members of HERO HONDA MOTORS LIMITED will be held on Tuesday, July 24, 2007 at 10:30 A.M., at Airforce Auditorium, Subroto Park, Dhaura Kuan, New Delhi-110010, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2007 and the Profit and Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To declare a dividend of Rs. 17 per Equity Share on 19,96,87,500 Equity Shares of Rs. 2 each for the financial year 2006-07.
3. To appoint a Director in place of Mr. Om Prakash Munjal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Narinder Nath Vohra, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Anajit Singh, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Dr. Pritam Singh, who retires by rotation and being eligible, offers himself for re-appointment.
7. To appoint M/s. A.F.Ferguson & Co., Chartered Accountants, New Delhi, the retiring auditors, to hold office as auditors from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS:

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

#### As Ordinary Resolutions:

8. **APPOINTMENT OF MR. YUTAKA KUDO AS DIRECTOR AND WHOLE-TIME DIRECTOR OF THE COMPANY**

"RESOLVED THAT Mr. Yutaka Kudo, who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 260 of the Companies Act, 1956 w.e.f. April 1, 2007 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 together with a deposit of Rs. 500 (Rupees five hundred) as required under the Act, be and is hereby appointed as a Director of the Company and the period of his office is liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT pursuant to the recommendation of the Remuneration Committee and subject to the approval of the Central Government under Sections 269, 198, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 approval of the Company be and is

hereby accorded to the appointment of Mr. Yutaka Kudo, as Whole-time Director for a period of five years w.e.f. April 1, 2007 on a remuneration including minimum remuneration and on terms and conditions as set out in the Explanatory Statement attached hereto.

RESOLVED FURTHER THAT the aggregate amount of remuneration payable to Mr. Yutaka Kudo in a particular financial year will be subject to the overall ceiling limit laid down in Sections 198 and 309 read with Schedule XIII of the Companies Act, 1956."

9. **APPOINTMENT OF MR. TAKASHI NAGAI AS DIRECTOR OF THE COMPANY**

"RESOLVED THAT Mr. Takashi Nagai, who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 260 of the Companies Act, 1956 w.e.f. May 11, 2007 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 together with a deposit of Rs. 500 (Rupees five hundred) as required under the Act, be and is hereby appointed as a Director of the Company and the period of his office is liable to determination by retirement of Directors by rotation."

#### As Special Resolution:

10. **PAYMENT OF COMMISSION TO NON-EXECUTIVE INDEPENDENT DIRECTOR(S)**

"RESOLVED that pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 a sum not exceeding 0.10 per cent per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198, 349 and 350 of the Act, be paid to and distributed amongst the Non-Executive Independent Directors of the Company in such amount or proportion and in such manner and in all respects as may be directed by the Board of Director(s) and such payments shall be made in respect of the profits of the Company for each year of the period of five years commencing April 1, 2007 in addition to the Sitting Fee for attending meeting of the Board of Directors or any Committee thereof."

By Order of the Board  
for Hero Honda Motors Limited



Iram C. Kamboj

G.M. Legal & Company Secretary

New Delhi  
May 31, 2007

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 attached hereto.
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. Pursuant to Section 154 of the Companies Act, 1956, the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, July 12, 2007 to Tuesday, July 24, 2007 (both days inclusive).
4. The relevant details of Item Nos. 3 to 6, 8 & 9 pursuant to Clause 49 of the Listing Agreement are attached hereto.
5. The dividend as recommended by the Board of Directors, upon declaration by the members at the 24<sup>th</sup> Annual General Meeting, shall be paid to those members whose names appear on the Register of Members of the Company on Tuesday, July 24, 2007.  
  
In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on closing hours of business on Wednesday, July 11, 2007 as per details furnished by the Depositories for this purpose.
6. In view of the circular no. DCC/FlIT/Cir-3/2001 dated October 15, 2001 issued by SEBI, the ECS facility should mandatorily be used by the Companies for the distribution of dividend to its members. Your Company has already started this process and sent the required forms and details to all the members on various occasions. Those members holding shares in **physical form**, who inspite of repeated reminders have not yet sent the duly filled in **ECS form** annexed herewith as **Annexure - D** to avail the benefits of this facility are once again requested to send the same at the earliest. In case of members holding shares in demat mode, they should furnish details in the prescribed format to their Depository Participant (DP).
7. The Company is obliged to print such bank details on the dividend warrants as furnished by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL), "the Depositories" to the Company and the Company can not entertain any request for deletion/change of bank details already printed on the dividend warrant(s) based on the information received from the concerned Depositories,

without confirmation from them. In this regard, members are advised to contact their DP and furnish them the particulars of **any change** desired.

8. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, the amount of dividend which remains unpaid/unclaimed for a period of 7 years is transferred to the "Investor Education and Protection Fund (IEPF)", constituted by the Central Government and member(s) would not be able to claim any amount of dividend so transferred to the IEPF. As such, member(s) who have not yet encashed his/their dividend warrant(s) is/are requested in his/their own interest to write to the Registrar & Share Transfer Agent of the Company i.e. M/s. Karvy Computershare Private Limited **immediately** for claiming outstanding dividend declared by the Company during the years 2001 and onward.

The dividend paid for the year from 1995 to 2000 and remaining unpaid/unclaimed in the accounts has already been transferred to IEPF.

In respect of the unclaimed dividend(s) declared for period(s) upto 1994, the same have already been transferred by the Company to the General Revenue Account of the Central Government. Member(s) who have so far not claimed or collected their dividend declared upto the aforesaid period are requested to claim the same by writing to the Registrar of Companies, NCT of Delhi & Haryana, Paryavaran Bhawan, CGO Complex, Lodhi Road, New Delhi 110 003 by quoting the Company's Identification No. U35911DL1984PLC017354.

9. 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 annexed herewith as **Annexure - C**. Member or joint holders holding shares in demat form may contact their respective DP for availing this facility.
10. Members are requested to notify **immediately** any change in address and signature updation in the form annexed as **Annexure - A and B** respectively for their **physical holdings** to the Company at its Registered Office and to the respective Depository Participants (DPs) in case of shares held in **electronic mode**.
11. Members are requested to bring their copy of the Annual Report to the meeting.



## EXPLANATORY STATEMENT

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

### Item No. 8

Mr. Takao Eguchi, Whole-time Director of the Company has been assigned another responsibility by Honda Motor Co., Ltd., Japan. Consequently, he has resigned from the position of Director and Whole-time Director of the Company effective March 31, 2007. He was associated with the management of the Company since June 1, 2005.

Mr. Eguchi has been succeeded by Mr. Yutaka Kudo with effect from April 1, 2007. Mr. Kudo was born on June 18, 1950, aged 57 years, at Fukuoka, Japan and after completing a course in automobile, joined Honda Motor Co., Ltd., Japan as Staff Member in Motorcycle Frame Assembly Department & later on took higher assignments at various positions in Honda. Immediately before joining Hero Honda, he was working as Production Director in PT. Astra Honda Motor, Indonesia. His specialization to name a few are:

- Manufacturing techniques for motorcycle & body assembly;
- Introduction of new models for motorcycle body assembly; and
- Revamping work and introduction of new technologies;

Apart from being on the Board of Hero Honda Motors Limited, Mr. Kudo does not hold directorship in any other Company.

Mr. Kudo does not hold any shares (as own or on behalf of other person on beneficial basis) in the Company.

Your Board of Directors on the recommendation of Remuneration Committee in its meeting held on March 6, 2007 appointed Mr. Yutaka Kudo as an Additional Director and Whole-time Director of the Company by way of passing a resolution by circulation on March 6, 2007 pursuant to Sections 260, 269, 198, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 with effect from April 1, 2007 for a period of 5 (five) years subject to the approval of the Central Government and the shareholders in the General Meeting on the remuneration, including minimum remuneration and other terms and conditions as detailed hereunder:

- I. **Basic Salary** : Rs.1,83,013 (Rupees One lac eighty three thousand thirteen only) per month; (Subject to an increase of 10% per annum on the Basic Salary of preceding year).;
- II. **Commission** : He 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 Profit of the Company in a particular financial year as computed in the manner referred to in Section 198 of the Companies Act, 1956;
- III. **Perquisites and allowances** : In addition to the above Basic Salary and Commission, he shall be entitled to the

following Perquisites and allowances:

- I) Residential Accommodation: The appointee shall be provided free furnished residential accommodation. In addition to this the appointee shall be provided with cook(s), servant(s) and security guard(s);
  - ii) Medical Reimbursement: Actual Medical Expenses incurred by the appointee and his family shall be reimbursed;
  - iii) Club Fees: Actual fees of clubs will be reimbursed,
  - iv) Personal Accident Insurance: Actual premium to be paid by the Company;
  - v) Insurance of House-hold goods: Actual premium to be paid by the Company;
  - vi) Car: Facility of car with driver to be used for the business of the Company;
  - vii) Telephone: Free telephone facility at residence including Mobile phone to be used for the business of the Company;
  - viii) 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; and
  - ix) Reimbursement of expenses: Reimbursement of entertainment, traveling, hotel and other expenses actually and properly incurred for the business of the Company.
- IV. **Leave Travel Concession**: For the appointee and his family once in a year incurred in accordance with the rules of the Company. In case it is proposed that the leave be spent in home country instead of anywhere in India, return passage may be allowed for self and family in accordance with the rules of the Company;
  - V. **Children's Education Allowance** : In case of children studying in India or abroad expenses subject to maximum of Rs.5,000 per month per child shall be reimbursed by the Company. Such Allowance shall be admissible upto a maximum of two children;
  - VI. **Holiday passage for children studying outside India/family staying abroad** : Return holiday passage is admissible once in a year by economy class or once in two years by first class to children from their place of study abroad to India and to the members of the family from the place of their stay abroad to India if they are not residing in India with the appointee;
  - VII. **Reimbursement of expenses incurred for joining duty and returning to home country after completion of tenure** : Actual expenses incurred on travel and packing, forwarding, loading/ unloading as well as freight, insurance, custom duty, clearing expenses, local transportation and installation expenses in connection

with the moving of personal effects for self and family for joining duty in India. On completion of the tenure, all the expenses referred to herein above for travel and forwarding the personal effects to Japan including the passage money shall also be allowable to the appointee on his finally leaving the employment of the Company.

If however, the appointee joins another branch of the same/related multinational Company, the Company shall not bear their expenses on his finally leaving.

Explanation: For the aforesaid purposes "Family" means the spouse, the dependent children and dependent parents of the appointee; and

**VIII. Minimum Remuneration :** If in any financial year during the currency of tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the appointee shall be entitled to minimum remuneration by way of Basic Salary, Perquisites & allowances not exceeding the ceiling limit of Rs. 2,00,000 per month and in addition thereto, he shall also be eligible to the Perquisites & allowances not exceeding the limits specified, under para 2 of Section II, Part II of Schedule XIII to the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time as Minimum Remuneration.

However, the appointee shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee thereof. His office shall be liable to determination by retirement of Directors by rotation.

Mr. Yutaka Kudo may be deemed to be interested/ concerned in the resolution contained under item no. 8 of the notice. None of the other directors is deemed to be interested/concerned in the Ordinary Resolution under item no. 8 of the Notice.

The Board of Directors of your Company recommends passing of the aforesaid Ordinary Resolution.

#### Item No. 9

Mr. Takashi Nagai has been appointed as an Additional Director on the Board on May 11, 2007 in place of Mr. Tatsuhiro Oyama, who has resigned from the Directorship of the Company.

Mr. Takashi Nagai born on February 7, 1959, aged 48 years, at Toyama, Japan. After completing his graduation from Keio University, Japan in the year 1982, he joined Honda Motor Co., Ltd, Japan. Before joining Hero Honda he was working as an Executive Vice President, Asian Honda Motor, Thailand. Mr. Nagai brings with him vast experience in Automobile Industry.

Apart from being on the Board of Hero Honda Motors Limited, Mr. Nagai does not hold directorship in any other Company.

Mr. Nagai does not hold any shares (as own or on behalf of other person on beneficial basis) in the Company.

Mr. Takashi Nagai may be deemed to be interested/ concerned in the resolution contained under item no. 9 of the notice. None of the other directors is deemed to be interested/concerned in the Ordinary Resolution under item no. 9 of the Notice.

The Board of Directors of your Company recommends passing of the aforesaid Ordinary Resolution.

#### Item No. 10

In order to remunerate the Non-Executive Independent Directors of the Company for increased responsibilities entrusted upon them under the law and, the current trends and commensurate with the time devoted and the contribution made by them, the Board of Directors of the Company, at their meeting held on May 31, 2007 has approved, subject to such statutory approvals as may be necessary, payment as commission, to be paid to the Non-Executive Independent Directors of the Company. A sum to be paid as commission shall not exceed 0.10 per cent per annum of the net profits of the Company, calculated in accordance with provisions of Section 198, 349 and 350 of the Companies Act, 1956 which shall be in addition to the sitting fees payable for attending the Meetings of the Board of Directors or any Committee thereof.

Section 309(4) of the Companies Act, 1956 requires a Special Resolution to be passed by the Members of the Company in General Meeting for payment of remuneration by way of commission to Non-Executive Directors of the Company.

All Non-Executive Independent Directors of the Company are interested/concerned in the Resolution contained under item no. 10 of the notice to the extent of the remuneration that may be received by them.

The Board of Directors of your Company recommends passing of the aforesaid Special Resolution.

By Order of the Board  
for Hero Honda Motors Limited



Ilam C. Kamboj  
G.M. Legal & Company Secretary

New Delhi  
May 31, 2007

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



## RELEVANT INFORMATION

pursuant to Clause 49 IV(G) (i) of the Listing Agreement regarding directors being appointed and re-appointed:

### Mr. Om Prakash Munjal

Mr. Om Prakash Munjal son of Late Sh. Bahadur Chand, born on August 5, 1928 aged 78 years, at Kamalia (now in Pakistan) is founder Director of the Company. He is the Co-Chairman and CEO of Hero Cycles Limited, the largest producer of bicycles and bicycle components in the world. Under his leadership, Hero Cycles has found its way into the Guinness Book of World Records. In 1990, Mr Munjal was awarded the "Indira Gandhi National Unity Award" by the President of India. He has been regular in making valuable contributions in Board meetings:

He is presently holding the membership of the Board of the following Public Companies:

No.	Name of Company	Nature of Office
1.	Hero Cycles Limited	Co-Chairman and Managing Director
2.	Majestic Auto Limited	Chairman
3.	Easy Bill Limited	Director
4.	Hero Honda Motors Limited	Director
5.	Hero Global Design Limited	Director
6.	Hero Honda Finlease Limited	Director
7.	Hero Financial Service Limited	Director
8.	Hero Motors Limited	Director
9.	Highway Industries Limited	Director
10.	Munjal Auto Industries Limited	Director
11.	Shivam Autotech Limited	Director

He is neither a member or Chairman of any of the Committee(s). He holds 25000 equity shares of Rs. 2 each in the Company.

### Mr. Narinder Nath Vohra

Mr. Narinder Nath Vohra son of Late Sh. D.R. Vohra, born on May 5, 1936, aged 71 years, at Lahore (now in Pakistan) joined the Company as an Additional Director on the Board of the Company on March 31, 2001. He served the Punjab Government for about 20 years in various positions. In the Union Government, he served as Additional Defence Secretary, Secretary - Defence Production, Defence Secretary and Home Secretary. Post-retirement, he has also served as Principal Secretary in the Prime Minister's Office and was Director, India International Centre. Currently, he is Special Representative of Govt. of India in the Indo-Pak Peace dialogue on the Kashmir Issue. He has been conferred with "Padam Vibhushan" for his invaluable contribution for the welfare of the society and the nation as a whole. He has been regular in making valuable contributions in the meetings of Board and its Committee thereof.

He is presently holding the membership of the Board / Committee(s) of the following Public Companies:

No.	Name of Company	Nature of Office
1	Hero Honda Motors Limited	Director Chairman - Shareholders' Grievance Committee Member - Audit Committee Member - Remuneration Committee
2	Jeevan Beema Sahayog Asset Management Company Limited	Director

Mr. Vohra does not hold any shares (as own or on behalf of other person on beneficial basis) in the Company.

### Mr. Analjit Singh

Mr. Analjit Singh son of Late Dr. Bhai Mohan Singh, born on January 11, 1954, aged 53 years, joined the Company as an Additional Director on the Board of the Company on September 28, 2004. He is currently the Chairman of Max India Limited, New Delhi. Mr. Singh brings with him rich and varied experience in businesses like Pharmaceuticals, telecom services, packaging, specialty plastic products and electronic components. He has been regular in making valuable contributions in Board Meetings.

He is presently holding the membership of the Board of the following Public Companies:

No.	Name of Company	Nature of Office
1	Max Healthcare Institute Limited	Chairman and Managing Director
2	Max India Limited	Executive Chairman
3	Max New York Life Insurance Co. Limited	Chairman
4	Max Medical Services Limited	Chairman
5	Max Health Staff International Limited	Chairman
6	Malsi Holdings Limited	Chairman
7	Neeman Medical Institute (Asia) Limited	Chairman
8	Acquire Talent Services Limited	Director
9	Hero Honda Motors Limited	Director
10	Hero Corporate Services Limited	Director
11	Hutchison Essar Limited	Director
12	IDBI Limited	Director
13	Malsi Estates Limited	Director

He is neither a member or chairman of any of the Committee(s).

Mr. Analjit Singh does not hold any shares (as own or on behalf of other person on beneficial basis) in the Company.

#### Dr. Pritam Singh

Dr. Pritam Singh son of Late Sh. R.D. Singh, born on June 14, 1941, aged 65 years, at Mirzapur joined the Company as an Additional Director on the Board of the Company on September 28, 2004. He has served as the Director of Management Development Institute (MDI), Gurgaon, Haryana. Dr. Singh is one of the pioneers of management education in India, and received the "Padam Shri" award in 2003 for his contributions in this field. He has been regular in making valuable contributions in the meetings of Board and Committees thereof.

He is presently holding the membership of the Board / Committee(s) of the following Public Companies:

No.	Name of Company	Nature of Office
1	Shipping Corporation of India Limited	Director Member – Audit Committee

2	Hero Honda Motors Limited	Director Member – Audit Committee Member – Shareholders' Grievance Committee
3	Parsvnath Developers Limited	Director
4	Dish TV India Limited	Director

Dr. Pritam Singh does not hold any shares (as own or on behalf of other person on beneficial basis) in the Company.

#### Mr. Yutaka Kudo

The brief profile of Mr. Yutaka Kudo has been given in the Explanatory Statement to Ordinary Resolution No. 8 of this Notice.

#### Mr. Takashi Nagai

The brief profile of Mr. Takashi Nagai has been given in the Explanatory Statement to Ordinary Resolution No. 9 of this Notice.

## Annexure - A

**REQUEST FOR UPDATION OF RECORDS – CHANGE OF ADDRESS**

(For shares held in physical form)

To,  
The Manager,  
Kavy Computershare Private Limited,  
(Unit : Hero Honda Motors Limited)  
Plot no. 17-24, Vithalrao Nagar,  
Madhapur, Hyderabad 500 081

Dear Sir,

I/we hereby request you to please update my/our change in address in your records for the Registered Folio No. Date of effect:  <sup>DD</sup>   <sup>MM</sup>   <sup>YY</sup>  

Old Address	New Address
City	City
State	State
Pin Code	Pin Code

For your doing the needful, I am attaching herewith a copy from among the following documents as Proof of Identification (POI) & Proof of Address (POA) and marked against the relevant box. Further a copy of past dividend warrant is attached confirming the old address.

Proof of Identification (POI)	(X)	Proof of new address (POA)	(X)
Passport copy		Passport copy	
Voters ID		Voters ID	
PAN Card		Driving License	
Driving License		Front page of Bank Passbook	
		Ration Card	

Kindly confirm having recorded the changed address.

Yours faithfully

\_\_\_\_\_  
Signature of the sole/first holder  
(as per specimen registered with the Company)

Date:  <sup>DD</sup>   <sup>MM</sup>   <sup>YY</sup>  

Place: \_\_\_\_\_





## Annexure - C

### NOMINATION REQUEST FORM

(For shares held in physical form)  
(To be submitted in duplicate)

To,  
The Manager,  
Karvy Computershare Private Limited,  
(Unit : Hero Honda Motors Limited)  
Plot no. 17-24, Vithalrao Nagar,  
Madhapur, Hyderabad 500 081

 From : \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

 Registered Folio No. 

No. of Shares: \_\_\_\_\_

I am /we are holder(s) of Shares of the Company as mentioned above. I/we nominate the following person(s) in whom all rights of transfer and/or amount payable in respect of shares shall vest in the event of my/our death.

Nominee's Name <input style="width: 80%; height: 20px;" type="text"/>		Age: <input style="width: 20px; height: 20px;" type="text"/>
To be furnished in case the nominee is a minor		Date of Birth: <input style="width: 20px; height: 20px;" type="text"/> DD <input style="width: 20px; height: 20px;" type="text"/> MM <input style="width: 20px; height: 20px;" type="text"/> YY
Guardian's Name* <input style="width: 95%; height: 20px;" type="text"/>		
Occupation of Nominee Tick (v)	1. Service <input type="checkbox"/>	2. Business <input type="checkbox"/>
	3. Student <input type="checkbox"/>	4. Household <input type="checkbox"/>
	5. Professional <input type="checkbox"/>	6. Farmer <input type="checkbox"/>
	7. Others <input type="checkbox"/>	
Nominee's Address <input style="width: 95%; height: 20px;" type="text"/>		Pin Code <input style="width: 40px; height: 20px;" type="text"/>
Telephone No. <input style="width: 80%; height: 20px;" type="text"/>		Fax No. <input style="width: 40px; height: 20px;" type="text"/>
E-mail Address <input style="width: 80%; height: 20px;" type="text"/>		STD Code <input style="width: 40px; height: 20px;" type="text"/>
Specimen Signatures of Nominee/ Guardian (in case nominee is minor)		

\*To be filled in case nominee is minor  
Kindly take the aforesaid details on record.

 Date:  DD  MM  YY

Place: \_\_\_\_\_

Thanking you,  
Yours faithfully,

	Name of the holder(s) (As appearing on the Certificate(s))	Signatures as per specimen registered with the Company
Sole/1st holder		
2nd holder		
3rd holder		

Signature of two witnesses

	Name and Address	Signature with date
1.		
2.		

**Instructions:**

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
2. The nomination can be made by individuals only. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the shares are held jointly all joint holders will sign (as per the specimen registered with the company) the nomination form.
3. A minor can be nominated by a holder of shares and in that event the name and the address of the Guardian shall be given by the holders.
4. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power attorney holder. A non-resident Indian can be a nominee on a re-patriable basis.
5. Transfer of share in favour of a nominee and repayment of amount to nominee shall be a valid discharge by a company against the legal heir.
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled; else the request will be rejected.
8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the company) and (b) the nominee.
9. Whenever the Shares in the given folio are entirely transferred or transposed with some other folio, then this nomination will stand rescinded.
10. Upon receipt of a duly executed nomination form, the Registrar and Transfer Agent of the company will register the form and allot a registration number. This number and folio no. should be quoted by the nominee in all future correspondence.
11. The nominee can be varied or cancelled by executing fresh nomination form.
12. The company will not entertain any claims other than those of a registered nominee, unless so directed by a court.

**For Office Use Only**

Nomination Registration Number

Date of Registration

Checked by and Signature of Employee

Annexure - D

**ELECTRONIC CLEARING SERVICE (ECS) MANDATE FORM**

(For shares held in physical form)

To,  
The Manager,  
Karvy Computershare Private Limited,  
(Unit : Hero Honda Motors Limited)  
Plot no. 17-24, Vithalrao Nagar,  
Madhapur, Hyderabad 500 081

Registered Folio No.

I hereby give my mandate to credit my Dividend on the shares held by me with respect to aforesaid folio number directly to my bank account through Electronic Clearing Service (ECS). The details of the Bank account are given below:

**Particulars of Bank Account**

A	Name of the Bank	<input type="text"/>
B	Branch Name and Address	<input type="text"/> <input type="text"/>
C	Account Number	<input type="text"/>
D	Type of Account	Savings <input type="checkbox"/> Current <input type="checkbox"/> Other <input type="checkbox"/>
E	Nine Digit MICR Code No.	<input type="text"/>
	(appearing on the cheque)	

(Please attach a blank "cancelled" cheque or a photocopy thereof or a certificate from bank)

Date of effect: DD  MM  YY

I, hereby declare that the particulars given above are correct and complete. If the transaction is delayed or credit is not effected at all for reason(s) of incomplete or incorrect information, I will not hold the Company or its Share Transfer Agents responsible.



\_\_\_\_\_  
Signature of the sole/first holder  
(as per the specimen registered with the Company)

Name : \_\_\_\_\_

Address: \_\_\_\_\_

(As address proof, I am attaching herewith a copy from among the following documents viz. Passport copy, Voters ID, Driving License, Front page of Bank Passbook or Ration Card)

Date: DD  MM  YY

Place: \_\_\_\_\_



**HERO HONDA MOTORS LIMITED**
**ATTENDANCE SLIP**

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 24<sup>th</sup> Annual General Meeting of the Company being held on Tuesday, July 24, 2007 at 10:30 a.m. at Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi 110010.

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 Annual General Meeting.  
 The members seeking gifts may excuse us.


**HERO HONDA MOTORS LIMITED**
**PROXY**

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 \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of the Company being held on Tuesday, July 24, 2007 at 10:30 a.m. at Airforce Auditorium, Subroto Park, Dhaula Kuan, New Delhi 110010.

Signature of the shareholder(s)

Signature of Proxy(s)

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 1. \_\_\_\_\_

 Date: DD MM YY  
     

Affix  
 15 Paise  
 Revenue  
 Stamp

2. \_\_\_\_\_

\* 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.

