

August 5, 2025

Asst. Vice President, Listing Deptt.,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Plot C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai - 400 051  
Scrip Code: HEROMOTOCO

The Secretary,  
**BSE Limited**  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Scrip Code: 500182

**Sub: Proceedings of 42<sup>nd</sup> Annual General Meeting**

Dear Sir(s),

We wish to inform that the 42<sup>nd</sup> Annual General Meeting (AGM) of the Company was held today, viz. August 5, 2025 through Video Conferencing (VC) / Other Audio Visual Means (OAVM). In this regard, please find enclosed herewith the proceedings of the AGM in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, we wish to inform that the results of remote e-voting and e-voting done at the AGM shall be announced within a stipulated time of two working days from the conclusion of meeting. The results will be displayed at the Registered Office of the Company and shall also be placed on the website of the Company, once they are declared. The results would also be placed on the website of NSDL and will be disseminated to the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited.

This is for your information and further dissemination.

Thanking you,

**For Hero MotoCorp Limited**

**Dhiraj Kapoor**  
**Company Secretary & Compliance Officer**

**Encl.:** As above

**Hero MotoCorp Ltd.**

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



## **Summary of the Proceedings of 42<sup>nd</sup> Annual General Meeting of Hero MotoCorp Limited**

The 42<sup>nd</sup> Annual General Meeting (AGM) of Members of Hero MotoCorp Limited (Hero MotoCorp / the Company) was held on August 5, 2025 at 11:30 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The meeting was held in compliance with the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Ministry of Corporate Affairs General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 21/ 2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and SEBI circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024.

Dr. Pawan Munjal, Executive Chairman of the Company, chaired the meeting and welcomed the Members to the AGM and on requisite quorum being present called the meeting to order. All Board members and Key Managerial Personnel were present at one location. He introduced the Directors, Chief Executive Officer, Chief Financial Officer and the Company Secretary & Compliance Officer present at the meeting, viz. Mr. Pradeep Dinodia, Non-Executive Director (serves as a Chairman of Stakeholders' Relationship Committee), Air Chief Marshal B. S. Dhanoa (Retd.), Non-Executive Independent Director (serves as a Chairman of Nomination and Remuneration Committee), Ms. Camille Tang, Non-Executive Independent Director, Mr. Suman Kant Munjal, Non-Executive Director, Mr. Rajnish Kumar, Non-Executive Independent Director, Ms. Tina Trikha, Non-Executive Independent Director (serves as a Chairperson of Audit Committee), Prof. Jagmohan Singh Raju, Non-Executive Independent Director, Ms. Vasudha Dinodia, Non-Executive Director (serves as a Chairperson of Sustainability and Corporate Social Responsibility Committee), Mr. Vikram Kasbekar, Executive Director and Acting CEO (serves as a Chairman of Risk Management Committee), Mr. Vivek Anand, Chief Financial Officer and Mr. Dhiraj Kapoor, Company Secretary & Compliance Officer. The Chairman further introduced the representatives of Statutory Auditors and Secretarial Auditors who were virtually attending the meeting from their respective locations.

The Chairman informed that the statutory registers under the Companies Act, 2013 along with the documents referred to in the notice of the AGM are available at the NSDL e-voting platform for electronic inspection by the Members till the conclusion of the meeting. As the notice of AGM was made available to all the Members, the same was taken as read. He further informed that there are no qualifications in the Statutory Auditors' Report as well as in the report of the Secretarial Auditors and thus, it was not required to be read. Thereafter, the Chairman delivered his speech.

The Chairman commenced his address by proudly announcing that Hero MotoCorp marks a significant achievement with 125 million customers across 48 countries and 24 consecutive years as the world's largest manufacturer of motorcycles and scooters. He then mentioned that the legacy was founded by the Company's Founder & Chairman Emeritus,

Dr. Brijmohan Lall Munjal, our Hero Forever. On his 102<sup>nd</sup> birth anniversary, the Company launched the VIDA Evooter VX2, to reinforce its commitment towards sustainable, and inclusive mobility.

Leading to it, he mentioned that the fiscal year 2024–25 has been a landmark year for both India and Hero MotoCorp. Under the visionary leadership of our Hon'ble Prime Minister Shri Narendra Modi, India has accelerated across sectors, and projections indicate a 6.3% growth in FY 2026. Hero MotoCorp too in its 41<sup>st</sup> year, has delivered 5.9 million vehicles, which is a testament to the trust of the Company's customers. In FY 2024-25, the Company shaped the aspirations of every rider with a dynamic evolution of its product lineup, tailored to the needs of both Bharat and the world, to meet evolving customer needs, stay ahead of trends, and redefine mobility for every rider. In FY'25, we achieved 43% Year on Year growth in international markets driven by a sharp focus on customer experience, quality, and scale. Surge S32, the world's first class-changing vehicle was recognized among TIME's Best Inventions of 2024 and honored with prestigious awards like the Red Dot Design Award and Platinum A' Design Award.

Deliberating further, the Chairman highlighted that the Company through its own platform – 'Hero for Startups initiative', is nurturing and mentoring the next generation entrepreneurs. VIDA Acro was recognised with the prestigious Red Dot Award: Design Concept 2025, reinforced our commitment to design leadership and future-forward vision. He then informed that the Company through its strategic partnerships is strengthening its position in the EV ecosystem. Notably, these include:

- Ather Energy: fortifying India's largest EV charging networks;
- Euler Motors: reinforcing Company's position in the global electric three-wheeler market, and;
- Zero Motorcycles: culminating in the creation of an exciting new premium motorcycle.

He also mentioned that Hero MotoCorp is deeply committed to sustainable growth, evidenced by achieving 500% water positivity, 95% product recyclability (exceeded industry standard), and reached 45% carbon neutrality, in FY25. With 30% of channel partners adopting Green Dealerships practices generating 7.1 MWp of solar power, the Company is also progressing towards 30% female representation by 2030. Hero MotoCorp became the only Indian two-wheeler company listed in both the Dow Jones Sustainability Index World, and Emerging Markets. The Chairman elaborated on the Company's corporate social responsibility initiatives detailing the measurable community impact, which re-affirms the commitment of social upliftment. Continuing this commitment to societal impact, Hero MotoCorp believes that sports embody excellence, resilience, and unity.

He further mentioned that TIME has once again placed Hero MotoCorp among the World's Best Companies, and now, Hero MotoCorp is the only Indian two-wheeler brand in the Best Companies in Asia-Pacific 2025 category. ET NOW has also recognised the Company as one of the Best Organizations for Women for three consecutive years - a testament to the Company's dedication towards creating an inclusive, and progressive workplace.

**Hero MotoCorp Ltd.**

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



Concluding his speech, the Chairman mentioned that rooted in values like Integrity, Passion, and Respect, the Company continues to lead with purpose. If FY 2024-25 was about action, ambition and acceleration, the road ahead is about innovating with courage, expanding Company's reach, and accelerating its contribution to India and the world.

Thereafter, the business items placed before the Members for approval as per the notice of the AGM were summarized by the Chairman.

On invitation of the Company Secretary & Compliance Officer, Members who had registered themselves as speakers, were invited to ask queries / share their suggestions on accounts or any other matter placed at the AGM. Members were also provided with the facility to ask questions or express their views through a tab available for online communication. Answers were given to most of the queries raised by the Members.

The Chairman then informed that the Company had provided an option to the Members for voting through electronic mode viz. remote e-voting which remained open from 9:00 a.m. on August 1, 2025 to 5:00 p.m. on August 4, 2025. Members who participated in the AGM and did not cast their votes electronically were provided an opportunity to cast their votes at the meeting. The e-voting facility was kept open for next 30 minutes to enable the Members to cast their vote. The following businesses were then transacted at the meeting through e-voting:

S. No.	Particulars	Type of Resolution
<b>Ordinary Business</b>		
1.	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the report of the Auditors thereon.	Ordinary
2.	To confirm payment of the interim dividend of Rs. 100/- per equity share for the financial year 2024-25 and to declare final dividend of Rs. 65/- per equity share for the financial year 2024-25.	Ordinary
3.	To appoint a Director in place of Ms. Vasudha Dinodia (DIN: 00327151), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary
<b>Special Business</b>		
4.	Ratification of remuneration of Cost Auditors for financial year 2025-26.	Ordinary
5.	Appointment of Secretarial Auditors of the Company.	Ordinary

6.	Re-appointment of Air Chief Marshal Birender Singh Dhanoa (Retd.) (DIN: 08851613) as an Independent Director of the Company.	Special
----	--	---------

The Chairman further informed the Members that the Board of Directors have appointed Mr. Devesh Kumar Vasisht, Managing Partner, M/s DPV & Associates LLP, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM, in a fair and transparent manner. He was also virtually attending the AGM.

The Chairman mentioned that the results of voting shall be announced within 2 working days of conclusion of the AGM. The results of voting will be displayed at the Registered Office of the Company and shall also be placed on the website of the Company, once they are declared. The results would also be placed on the website of NSDL and will be disseminated to the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited. He thanked the Members for participating in the meeting. The meeting concluded at 1:04 p.m.

**For Hero MotoCorp Limited**

**Dhiraj Kapoor**  
**Company Secretary & Compliance Officer**