

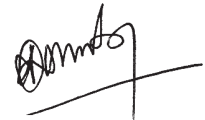
NOTICE

NOTICE is hereby given that the 26th ANNUAL GENERAL MEETING of the Members of HERO HONDA MOTORS LIMITED will be held on Tuesday, September 22, 2009 at 04:30 P.M., at Sri Satya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi 110 003, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2009 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. 20 per Equity Share on 19,96,87,500 Equity Shares of Rs. 2 each for the financial year 2008-09.
3. To appoint a Director in place of Gen. (Retd.) V. P. Malik, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Brijmohan Lall Munjal, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Sunil Kant Munjal, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. Takashi Nagai, 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.

By Order of the Board
for Hero Honda Motors Limited



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

New Delhi
July 29, 2009

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

NOTES

1. 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.

2. 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 Tuesday, September 1, 2009 to Friday, September 4, 2009 (both days inclusive).
3. Pursuant to Clause 49 of the Listing Agreement, the brief resume/profile of the Directors eligible for re-appointment vide Item Nos. 3 to 6 are attached hereto.
4. The dividend as recommended by the Board of Directors, upon declaration by the members at the 26th Annual General Meeting, shall be paid to those members whose names appear on the Register of Members of the Company on Friday, September 4, 2009.

In respect of shares held in electronic form, the dividend shall be paid to the beneficial owners of the shares as on closing hours of business on Monday, August 31, 2009 as per details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), Depositories for this purpose.

5. In view of the circular no. DCC/FIT/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, which can be downloaded from the website of the Company 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 respective Depositories Participant (DP).
6. The Company is obliged to print such bank details on the dividend warrants as furnished by NSDL and 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.

7. 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 2002 and onward.

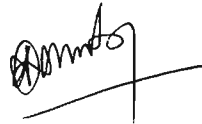
The dividend paid for the year from 1995 to 2001 and remaining unpaid / unclaimed in the accounts has already been transferred to IEPF.

8. Members must quote their Folio Number / DP ID No. and contact details such as email address, contact no. etc. in all correspondence with the Company / Registrar and Share Transfer Agent.
9. As per the Circular No. MRD/Dop/Cir-05/2009 dated May 20, 2009 issued by Securities and Exchange Board of India (SEBI) it is mandatory to quote PAN for transfer of shares in physical form. Therefore, the transferee(s) are required to furnish a copy of their PAN to the Registrar & Share Transfer Agent of the Company.
10. 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. Member or joint holders holding shares in demat form may contact their respective DP for availing this facility.
11. Members are requested to notify **immediately any change in address and signature** for their physical holdings to the Registrar & Share Transfer Agent of the Company i.e. M/s Karvy Computershare Private Limited and to the respective DP in case of shares held in electronic mode.
12. Entry to the Auditorium will be strictly against entry coupon

available at the counters at the venue and against the exchange of duly filled in and signed valid attendance slip.

13. Any briefcase / bags / eatables will not be allowed to be taken inside the Auditorium.
14. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf in the Meeting.
15. Members are requested to bring their copy of the Annual Report to the meeting.

By Order of the Board
for Hero Honda Motors Limited



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

New Delhi
July 29, 2009

Registered Office:
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RELEVANT INFORMATION

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

Gen. (Retd.) V. P. Malik

Gen. (Retd.) V. P. Malik, aged 69 years, has been associated with the Company since May 4, 2001. Gen. Malik was Chief of the Indian Army from October 1, 1997 to September 30, 2000. In that capacity, he had the responsibility of being the highest military advisor to the Government of India as well as Commander of the over one million strong Army, which involved very high level of management skills and leadership qualities. He planned, co-ordinated and oversaw execution of Operation Vijay to successfully defeat of Pakistan's military intrusion in Kargil Sector in July, 1999. For his dedication, professionalism and service to the Nation, Gen. Malik was awarded with several prestigious awards, including the Param Vishishta Seva Medal (PVSM), the highest national award for distinguished military services.

Further, Gen. Malik is a former member of the National Security Advisory Board. Currently, an honorary advisor to the Centre for Policy Research, New Delhi and President of the ORF Institute of Security Studies. In 2007, he was nominated on the judges' panel to select and rank Top Companies for Leaders in Asia Pacific Region by Hewitt Associates, who undertook this exercise in collaboration with Fortune Magazine and The RBL Group.

Ever since his appointment as a Director, he has been regularly making valuable contributions in the meetings of Board of Directors and the committee(s) thereof, held from time to time.

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

Sl. No.	Name of the Company	Nature of Office
1.	Hero Honda Motors Limited	Director and Member- Audit Committee
2.	Reliance Infrastructure Limited	Director and Member- Audit Committee,
3.	BSES Rajdhani Power Limited	Director and Member- Audit Committee
4.	BSES Yamuna Power Limited	Director and Member- Audit

Committee

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

Mr. Brijmohan Lall Munjal

Mr. Brijmohan Lall Munjal, aged 86 years, was born on July 1, 1923. He is the Founder Director and Chairman of the Company. He is one of the foremost and most respected industrialists of India. He has come a long way in his corporate journey with his distinct qualities of leadership, entrepreneurship and vision. He has steered the Company to national and international recognition. With his vision and leadership, Hero Honda is the largest manufacturer of two-wheelers in the world. In recognition of his immense contribution to the Indian industry, many awards have been conferred upon Mr. Lall, prominent among them is 'Padma Bhushan' conferred by Government of India in recognition for his immense contribution to the nation in the field of trade and industry.

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

Sl. No.	Name of the Company	Nature of Office
1.	Hero Honda Motors Limited	Chairman and Whole-time Director
2.	Hero Cycles Limited	Chairman and Director
3.	Hero Honda Finlease Limited	Chairman and Director
4.	Munjal Showa Limited	Chairman and Director
5.	Sunbeam Auto Limited	Chairman and Director
6.	Easy Bill Limited	Director
7.	Munjal Auto Industries Limited	Director
8.	Shivam Autotech Limited	Director

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

Mr. Sunil Kant Munjal

Mr. Sunil Kant Munjal, aged 51 years, was born on December 14, 1957, at Ludhiana. After his graduation, he underwent training in the field of Mechanical Engineering. Presently, he is the

Chairman of Hero Corporate Service Limited, the services business arm of the \$ 4 billion Hero Group and Managing Director of Hero Cycles Ltd. (C.R. Division). In 2004-05, Mr. Munjal became the President of Confederation of Indian Industry (CII), India's premier business association. He is also on the Board of Indian School of Business, Hyderabad and is visiting faculty at various Business Schools. His specialization is in Business Studies and Holistic Management Practices. Apart from the above he is a member of Prime Minister's Council on Trade and Industry, Consultative Group on Industry, Planning Commission, Government of India and SEBI Committee on Disclosures. He has made significant contributions to some of the National-level Economic and Labour reforms in India either by chairing some of the reforms Committee or as a member.

Since his appointment as a Director, he has been regularly making valuable contributions in the meetings of Board of Directors held from time to time.

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

Sl. No.	Name of the Company	Nature of Office
1.	Hero Management Service Limited	Chairman & Managing Director
2.	Hero Corporate Service Limited	Chairman & Director
3.	Shivam Autotech Limited	Chairman & Director
4.	Hero Cycles Limited	Managing Director
5.	DCM Shriram Consolidated Limited	Director
6.	Easy Bill Limited	Director
7.	Hero Honda Motors Limited	Director
8.	Hero Motors Limited	Director
9.	Satyam Auto Components Limited	Director
10.	Weave Engineering and Design Ltd.	Director
11.	Abhyuday Manufacturing & Automotive Ltd.	Director
12.	Arrow Infrastructure Limited	Director
13.	Hero Mindmine Institute Limited	Director
14.	Hero Life Insurance Company Ltd.	Director

Mr. Sunil Kant Munjal holds 32,500 shares of Rs. 2 each in the Company.

Mr. Takashi Nagai

Mr. Takashi Nagai aged 50 years, has been appointed on the Board of the Company w.e.f May 11, 2007. He was born on February 7, 1959 at Toyama, Japan. After completing his graduation from Keio University, Japan in the year 1982, he joined Honda Motors Co., Ltd, Japan. Presently, he is working as 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 Public Company.

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

SHAREHOLDERS' REFERENCER

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- I. At a Glance
- II. Investor Service and Grievance Handling Mechanism
- III. Matters requiring urgent attention of Shareholders'
- IV. Dividend
- V. Dematerialisation / Rematerialisation of Shares
- VI. Nomination Facility
- VII. Transfer / Transmission / Transposition / Duplicate Certificates etc.
- VIII. Miscellaneous
- IX. Investor Servicing and Grievance Redressal at External Agencies
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I. AT A GLANCE

Company in present:

- Has over 56000 folios of shareholders holding Equity Shares in the Company.
- Face value of its Equity Shares is Rs. 2.
- 69 per cent of the Company's Equity Shares are held in demat form. The ISIN No. of the Company is INE158A01026.
- Share are under compulsory traded in demat form only.
- Equity Shares are listed on Bombay Stock Exchange Limited (BSE) stock code being 500182 and National Stock Exchange of India Limited (NSE) stock code being HEROHONDA.
- Company's shares are most actively traded security on both BSE and NSE.
- Share are freely transferable except as may be required statutorily.
- Karvy Computershare Private Limited (Karvy), Hyderabad, an ISO 9002 Certified Registrars and Transfer Agents, is the Registrars and Transfer Agents (R&TA) of the Company.

II. INVESTOR SERVICE AND GRIEVANCE HANDLING MECHANISM

All share related transactions viz., transfer, transmission, transposition, nomination, dividend, change of name / address / signature, Registration of mandate / Power of Attorney, replacement / split / consolidation of share certificates / demat / remat of shares, issue of duplicate certificates etc. are being handled by Karvy.

Karvy, the largest Registrar in the country, discharges investor service functions effectively, efficiently and expeditiously. Investors are requested to correspond directly with Karvy, on all share related matters.

The Board of Directors of the Company has constituted a Shareholders' Grievance Committee which oversees and reviews the redressal of shareholders' complaints related to shares, non-receipt of Annual Report, non receipt of dividend etc. The Committee oversees performance of the R&TA and recommends measures for overall improvement in the quality of investor services.

III. MATTERS REQUIRING URGENT ATTENTION OF SHAREHOLDERS

Register your e-mail address and contact details

Shareholders are requested to register their email address and other contact details i.e. Mobile / Telephone No., Fax No., etc. with Karvy in order to get prompt and timely response/communication in the future.

Open Demat Account and Dematerialise your shares

Investors should convert their physical holdings of securities into demat (electronic) holdings. Holding securities in demat form helps investors to get immediate transfer of securities. No stamp duty is payable on transfer of shares held in demat form and risks associated

with physical certificates such as forged transfers, fake certificates and bad deliveries are avoided.

Consolidate Multiple Folios

Investors should consolidate their shareholding held in multiple folios. This would facilitate one-stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios.

Register ECS Mandate and furnish correct bank account particulars with Company/ Depository Participant

Investor should provide an ECS mandate to the Company in case of shares held in physical form and ensure that the correct and updated particulars of their bank account are available with the Depository Participant (DP) in case of shares held in demat form. This would facilitate in their receiving direct credits of dividends, refunds etc., from companies and avoid postal delays and loss in transit.

Fill and submit Nomination Form

Investors should register the nominations, in case of physical shares, with the Company and in case of dematerialised shares with their DP. Nomination would help successors to get the shares transmitted in their favor without hassles.

Change in Details

To avoid any hassle and fraudulent transfers, the shareholders are requested to inform the Karvy about any change in address, signatures etc. Similarly, information of death of shareholders should also be communicated immediately to Karvy.

Important Matters relating to Shareholders.

IV. DIVIDEND

Electronic Clearing Service (ECS) facility

What is payment of dividend through ECS Facility and how does it operate?

Reserve Bank of India's ECS facility provides investors an option to receive dividend / interest directly in their bank accounts rather than receiving the same through post. Under this option, investor's bank account is directly credited and an advice thereof is issued by the Company after the transaction is effected. The concerned bank branch credits investor's account and indicates the credit entry as "ECS" in his / her passbook / statement of account. The investor does not have to open a new bank account for the purpose.

What are the benefits of ECS (payment through electronic facilities)?

Some of the major benefits of ECS facility are:

- a) Avoid visits to bank for depositing the physical warrant.
- b) Prompt credit to the bank account.
- c) Fraudulent encashment of warrants is avoided.
- d) Exposure to delays / loss in postal service avoided.
- e) As there can be no loss in transit of warrants, issue of duplicate warrants is not required.

Which cities provide ECS facility?

ECS Facility is currently available to the shareholders at following 68 locations:

Ahmedabad, Agra, Allahabad, Amritsar, Aurangabad, Bengaluru, Baroda, Bhilwara, Bhopal, Bhubaneswar, Burdwan, Calicut, Chandigarh, Chennai, Coimbatore, Dehradun, Dhanbad, Durgapur, Erode, Gorakhpur, Guwahati, Gwalior, Haldia, Hubli, Hyderabad, Indore, Jabalpur, Jaipur, Jalandhar, Jammu, Jamshedpur, Jodhpur, Kakinada, Kanpur, Kochi / Ernakulam, Kolhapur, Kolkata, Lucknow, Ludhiana, Madurai, Mangalore, Mumbai, Mysore, Nagpur, Nashik, Nellore, New Delhi, Panaji, Patna, Pondicherry, Pune, Raipur, Rajkot, Ranchi, Salem, Shimla, Sholapur, Siliguri, Surat, Thiruvananthapuram, Tirupati, Tirupur, Trichur, Trichy, Udaipur, Varanasi, Vijaywada and Visakhapatnam.

How to avail ECS Facility?

Investors holding shares in physical form may send their ECS Mandate Form, duly filled in to Karvy. The Form may be downloaded from the Company's website www.herohonda.com under the section "Investor Relations". However, if shares are held in dematerialised form, ECS mandate has to be sent to the concerned Depository Participant (DP) directly, in the format / procedure prescribed by the DP.

Why cannot the Company take on record bank details in case of dematerialised shares?

As per the Depository Regulations, the Company is obliged to pay dividend on dematerialised shares as per the bank account details furnished by the concerned Depository. The Company is not authorized to make any changes in such details received from the Depository. Therefore, investors are requested to keep their bank particulars updated with the Depository Participants.

Can ECS Facility be opted out by investors?

Investors have a right to opt out from this mode of payment by giving an advance notice of four weeks, prior to payment of dividend, either to the Karvy or to the concerned DP, as the case may be.

Course of Action in case of Non-receipt of Dividend, Revalidation of Dividend Warrant etc.**What should a shareholder do in case of non-receipt of dividend?**

Shareholders may write to the Karvy furnishing the particulars of the dividend not received, and quoting the folio number/DPID and Client ID particulars (in case of dematerialised shares). On checking the details Karvy shall issue duplicate dividend warrant if the dividend remains unpaid in the records of the Company after expiry of the validity period of the warrant which is normally three months from the date of its issue. If the validity period of the lost dividend warrant has not expired, shareholders will have to wait till the expiry date since duplicate warrant cannot be issued during the validity of the original warrant. On expiry of the validity period, if the dividend warrant is still shown as unpaid in records of the Company, duplicate

warrant will be issued. Karvy would request the concerned shareholder to execute an indemnity before issuing the duplicate warrant.

No duplicate warrant will be issued in respect of dividends which have remained unpaid / unclaimed for a period of seven years in the unpaid dividend account of the Company as they are required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government.

Why do the shareholders have to wait till the expiry of the validity period of the original warrant?

As the dividend warrants are payable at par at several centres across the country, banks do not accept 'stop payment' instructions. Hence, shareholders have to wait till the expiry of the validity of the original warrant.

What is the procedure for revalidation of dividend warrants?

Shareholders who have not encashed their dividend warrants within the validity period may send their request of revalidation to Karvy enclosing the said dividend warrants. Karvy will after due verification of the records, issue a revalidated dividend warrant. The revalidated warrant will be valid for a period not exceeding 3 months from the date of such warrant.

How can a bank or any other person be authorised to receive dividends on behalf of shareholders?

Shareholders may write to Karvy furnishing the name and address of the authorised person/bank along with folio number and current communication address. Karvy will despatch the respective shareholders' dividend warrants to the concerned person/bank. This facility is applicable only for the shareholders holding shares in physical form.

Unclaimed / Unpaid Dividend**What are the statutory provisions governing unclaimed dividend?**

Prior to amendment of Section 205A and enactment of Section 205C by the Companies (Amendment) Act, 1999, companies were required to transfer to the General Revenue Account of the Central Government, any moneys transferred to the 'unpaid dividend account' and which remained unpaid or unclaimed for a period of 3 years from the date of transfer to the unpaid dividend account. With effect from October 31, 1998, any moneys transferred to the 'unpaid dividend account' of the Company and remaining unpaid or unclaimed for a period of 7 years from the date it becomes due, shall be transferred to the Investor Education and Protection Fund (IEPF). Investors are requested to note that no claims shall lie against the Company or IEPF for any moneys transferred to IEPF in accordance with the provisions of Section 205C of the Companies Act, 1956.

What is the status of unclaimed dividend for different years?

In view of the statutory provisions, as aforesaid, the status of unclaimed and unpaid dividend of the Company is given below:

Year	Particulars of Dividend Paid	Percent	Date of Declaration	Last Date of Claiming unpaid Dividend
2001-02	Final	600	12-Aug-02	11-Aug-09
2002-03	Final	900	01-Aug-03	31-Jul-10
2003-04	Interim	500	23-Jan-04	22-Jan-11
2003-04	Final	500	17-Aug-04	16-Aug-11
2004-05	Final	1000	22-Aug-05	21-Aug-12
2005-06	Final	1000	14-Sep-06	13-Sep-13
2006-07	Final	850	24-Jul-07	23-Jul-14

V. DEMATERIALISATION / REMATERIALISATION OF SHARES

What is dematerialisation of shares?

Dematerialisation (Demat) is the process by which securities held in physical form are cancelled and destroyed and the ownership thereof is entered into and retained in a fungible form on a depository by way of electronic balances. Trading in demat form is regulated by the Depositories Act, 1996 and is monitored by the Securities and Exchange Board of India (SEBI). The two depositories presently functioning are National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Why dematerialise shares?

SEBI has notified various companies whose shares shall be traded in demat form only. By virtue of such notification, the shares of the Company are also subject to compulsory trading only in demat form on the Stock Exchanges.

Benefits of Demat

- A safe and convenient way to hold securities;
- Immediate transfer of securities;
- No stamp duty on transfer of securities;
- Elimination of risks associated with physical certificates such as bad delivery, fake securities, delays in transit, thefts etc.
- Reduction in paperwork involved in transfer of securities;
- Reduction in transaction cost;
- No odd lot problem, even one share can be sold;
- Change in address recorded with DP gets registered with all companies in one go in which the investor holds securities electronically thereby eliminating the need to correspond with each of them separately;
- Easy Nomination facility;
- Smooth Transmission of securities in case of any eventualities.

How to dematerialise shares?

The procedure for dematerialising shares is as under:

- Open Beneficiary Account with a Depository Participant (DP) registered with SEBI.
- Submit Demat Request Form (DRF) as given by the DP, duly signed by all the holders with the names and signatures in the same order as appearing in the concerned certificate(s) and the Company records.
- Obtain acknowledgment from the DP on handing over the share certificate(s) along with the DRF.
- Demat confirmations are required to be completed in 21 days as against 30 days (excluding time for despatch) for physical transfer. Service standards prescribed by the Company for completing demat is three days from the date of the receipt of requisite documents for the purpose.
- Receive a confirmation statement of holdings from the DP. Statement of holdings is sent by the DPs from time to time. Presently, confirmation is given by DPs on an immediate basis through email or SMS facilities, thus enabling shareholders to further trade in the securities immediately. Shareholders should not send share certificate(s) / documents to the Company/Company's R&TA directly.

How to get dividend on dematerialised shares? Will such shareholders be eligible for receiving Annual Report every year and also to attend General Meetings?

Dividend of shareholders holding shares in dematerialised will be credited through ECS/ electronically to the bank accounts as opted by them while opening the Beneficiary Accounts with the DP. In other cases, dividend warrants will be despatched to them with the bank account details, as furnished by the Depositories, printed thereon. Holding shares in dematerialised form will not have any adverse affect on the rights of the Shareholders. As members of the Company, they will be entitled to receive Annual Report, attend General Meetings and participate and vote thereat to the extent of their shareholding.

Is pledge of dematerialised shares possible?

Dematerialised shares can be pledged for the purpose of availing of any funding / loan arrangement with a bank.

What is rematerialisation of shares?

It is the process through which shares held in demat form are converted into physical form by issuance of share certificate(s).

What is the procedure for rematerialisation of shares?

- Shareholders should submit duly filled in Rematerialisation Request Form (RRF) to the concerned DP.
- DP intimates the relevant Depository of the request through the system.
- DP submits RRF to the Company's R&TA.
- Depository confirms rematerialisation request to the

Company's R&TA.

- The Company's R&TA updates accounts and prints certificate(s) and informs the Depository.
- Depository updates the Beneficiary Account of the shareholder by deleting the shares so rematerialised.
- Share certificate(s) is despatched to the shareholder.

VI. NOMINATION FACILITY

**What is nomination facility and to whom it is more useful?
What is the procedure of appointing a nominee?**

Section 109A of the Companies Act, 1956 provides the facility of nomination to shareholders. This facility is mainly useful for individuals holding shares in sole name. In the case of joint holding of shares by individuals, nomination will be effective only in the event of the death of all joint holders.

Investors, especially those who are holding shares in single name, are advised to avail of the nomination facility by submitting the prescribed Form 2B to Karvy. The said Form may be downloaded from the Company's website, www.herohonda.com under the section "Investor Relations". However, if shares are held in dematerialised form, nomination has to be registered with the concerned DP directly, as per the format prescribed by the DP.

Who can appoint a nominee and who can be appointed as a nominee?

Individual shareholders holding the shares / debentures in single name or joint names can appoint a nominee. In case of joint holding, joint holders together have to appoint the nominee. While an individual can be appointed as a nominee, a trust, society, body corporate, partnership firm, karta of HUF or a power of attorney holder cannot be appointed as nominee(s). Minors can, however, be appointed as a nominee.

How to avail of nomination facility for more than one folio?

There can be only one nomination for one folio. Folios having different order or combination of names of shareholders will require separate nominations.

Can a nomination once made be revoked / varied?

It is possible to revoke / vary a nomination once made. If nomination is made by joint holders, and one of the joint holders dies, the remaining joint holder(s) can make a fresh nomination by revoking the existing nomination.

Are the joint holders deemed to be nominees to the shares?

Joint holders are not nominees, they are joint holders of the relevant shares having joint rights on the same. In the event of death of any one of the joint holders, the surviving joint holder(s) of the shares is / are the only person(s) recognized under law as holder(s) of the shares. Joint Shareholders may together appoint a nominee.

What rights are conferred on the nominee and how can he exercise the same?

The nominee is entitled to all the rights of the deceased shareholder to the exclusion of all other persons. In the event of death of the shareholder, all the rights of the shareholder shall vest in the nominee. In case of joint holding, all the rights shall vest in the nominee only in the event of death of all the joint holders. The nominee is required to apply to the Company by reporting death of the nominator along with the duly attested copy of the death certificate. The nominee has an option to decide to register himself as a shareholder or he/she could send an application to have the shares transferred to any other person to whom the nominator could have otherwise transferred the shares. If the nominee opts to transfer the shares to a third party, he/she should submit to the Company's R&TA, the transfer deed(s) duly stamped and executed, along with the relevant certificate(s) and other documentary proof(s). If shares are held in dematerialised form, nomination has to be registered with the concerned DP directly, as per the format prescribed by the DP.

VII. TRANSFER / TRANSMISSION / TRANSPOSITION / DUPLICATE CERTIFICATES ETC.

How to get shares registered in favour of transferee(s)?

Transferee(s) need to send share certificate(s) along with share transfer deed in the prescribed form 7B, duly filled in, executed and affixed with share transfer stamps, to Karvy. It takes about 7 days for them to process the transfer, although the statutory time limit fixed for completing a transfer is one month under the Listing Agreement and two months under the Companies Act, 1956.

The Government of India, Ministry of Finance, Department of Revenue, has fixed the Stamp Duty on Transfer (whether with or without consideration) of shares at the rate of twenty five paise (25 paise) for every Rs. 100 or part thereof of the market value of the shares on the date of execution of the transfer deed. The transfer deed is valid for a period of one year from the date of presentation or till the book closure date, whichever is later. In case the transfer deed has expired, the holder may approach the Registrar of Companies to get the same revalidated. In case of dematerialised shares, the shares are credited to the purchaser's account by the respective Depository Participant under the directions of the concerned Depository. Presently, transfer of dematerialised shares does not attract stamp duty. The SEBI has made it mandatory to quote PAN for transfer of shares in physical form. Therefore, the transferee(s) are required to furnish a copy of a their PAN to Karvy.

Can shares be transferred to a minor, Hindu Undivided Family, Firm, Trust etc.?

Yes, shares can be transferred to a minor. In such a case the share transfer deed is required to be signed by the natural guardian on behalf of the minor.

In the case of Hindu Undivided Family (HUF) shares can be transferred in the name of the Karta of HUF, in the case of a Firm shares can be transferred to a partner of the firm and in the case of a Trust shares can be transferred to a trustee of the trust.

Can single holding of shares be converted into joint holdings or joint holdings into single holding? If yes, what is the procedure involved in doing the same?

Yes, conversion of single holding into joint holdings or joint holdings into single holding or transfer within the family members leads to a change in the pattern of ownership, and therefore, procedure for a normal transfer as mentioned above needs to be followed.

How to get shares registered which are received by way of gift? Does it attract stamp duty?

The procedure for registration of shares gifted (held in physical form) is same as the procedure for a normal transfer. The stamp duty payable for registration of gifted shares would be @ 25 paise for every Rs. 100 or part thereof, of the face value or the market value of the shares prevailing as on the date of the document, if any, conveying the gift or the date of execution of the transfer deed, whichever is higher. The procedure for registration of shares gifted (held in demat form) is the same as the procedure for transfer of shares in demat form in off market mode.

What is the procedure for getting shares in the name of surviving shareholder(s), in case of joint holding, in the event of death of one shareholder?

The surviving shareholder(s) will have to submit a request letter supported by a duly attested copy of the death certificate of the deceased shareholder and accompanied by the relevant share certificate(s). Karvy on receipt of the said documents and after due scrutiny, will delete the name of the deceased shareholder from its records and return the share certificate(s) to the surviving shareholder(s) with necessary endorsement.

If a shareholder who holds shares in his sole name dies without leaving a Will, how can his legal heir(s) claim the shares?

The legal heir(s) should obtain a Succession Certificate or Letter of Administration with respect to the shares and send a true copy of the same, duly attested, along with a request letter, transmission form, and the share certificate(s) in original, to Karvy for transmission of the shares in his / their name(s).

In case of a deceased shareholder who held shares in his / her own name (single) and had left a Will, how do the legal heir(s) get the shares transmitted in their name(s)?

The legal heir(s) will have to get the Will probated by the Court of competent jurisdiction and then send to Karvy a copy of the probated copy of the Will, along with relevant details of the shares, the relevant share certificate(s) in original and transmission form for transmission of the shares in his / their name(s).

How can the change in order of names (i.e. transposition) be effected?

Share certificates along with a request letter duly signed by all the joint holders may be sent to Karvy for change in order of names, known as 'transposition'.

Transposition can be done only for the entire holdings under a folio and therefore, requests for transposition of part holding will not be accepted by Karvy.

What is the procedure for obtaining duplicate share certificate(s) in case of loss / misplacement of original share certificate(s)?

Immediately on the knowledge of loss of share certificates, one should inform Karvy. The information should contain the details of share certificates so lost, folio no., no. of shares and other relevant particulars. The said information needs to be signed by the first holder as per the specimen signature recorded with the Company. Karvy after checking the details and signatures will mark a cautionary stop on the folio to prevent any further transfer of such lost share certificates. On receipt of such request Karvy will send the complete procedure of obtaining duplicate share certificates.

In the meanwhile, one should lodge a complaint with the police regarding loss of share certificates.

VIII. MISCELLANEOUS

Change of address

What is the procedure to get change of address registered in the Company's records?

Shareholders holding shares in physical form, may send a request letter duly signed by all the holders giving the new address along with Pin Code. Shareholders are also requested to quote their folio number and furnish a duly attested copy of any of the following documents i.e. Ration Card / PAN Card / Passport / Latest Electricity or Telephone Bill / Lease Agreement etc. towards proof of address.

If shares are held in dematerialised form, information about change in address needs to be sent to the DP concerned.

Change of name

What is the procedure for registering change of name of shareholders?

Shareholders may request Karvy for effecting change of name in the share certificate(s) and records of the Company. Original share certificate(s) along with the supporting documents like marriage certificate, court order etc. should be enclosed. Karvy after verification, will effect the change of name and send the share certificate(s) in the new name of the shareholders. Shareholders holding shares in demat form, may request the concerned DP in the format prescribed by DP.

Authority to another person to deal with shares

What is the procedure for authorising any other person to deal with the shares of the Company?

Shareholders need to execute a Power of Attorney in favour of the concerned person and submit a notarised copy of the same to Karvy. After scrutiny of the documents, they will register the Power of Attorney and inform the shareholders concerned about the

registration number of the same. Whenever a transaction is done by the Power of Attorney holder this registration number should be quoted in the communication.

Shareholders' General Rights - interalia

- To receive not less than 21 days notice of general meetings unless consented for a shorter notice.
- To receive notice and forms for Postal Ballots in terms of the provisions of the Companies Act, 1956 and the concerned Rules issued thereunder.
- To receive copies of Balance Sheet and Profit and Loss Account along with all annexures.
- To participate and vote at general meetings either personally or through proxy (proxy can vote only in case of a poll).
- To receive dividends and other corporate benefits like bonus, rights etc. once approved.
- To demand poll on any resolution at a general meeting in accordance with the provisions of the Companies Act, 1956.
- To inspect statutory registers and documents as permitted under law.
- To require the Board of Directors to call an extraordinary general meeting in accordance with the provisions of the Companies Act, 1956.

Duties/Responsibilities of Shareholders'

- To remain abreast of corporate developments, company specific information and take informed investment decision(s).
- To be aware of relevant statutory provisions and ensure effective compliance therewith.
- Not to indulge in fraudulent and unfair trading in securities nor to act upon any unpublished price sensitive information.
- To participate effectively in the proceedings of shareholders' meetings.
- To respond to communications seeking shareholders' approval through Postal Ballot.
- To respond to communications of SEBI / Depository / Depository Participant / Brokers / Sub-brokers / Other Intermediaries / Company, seeking investor feedback / comments.

IX. INVESTOR SERVICING AND GRIEVANCE REDRESSAL AT EXTERNAL AGENCIES

i) Ministry of Corporate Affairs

Ministry of Corporate Affairs (MCA) has launched a major e-Governance initiative - "MCA 21" on the MCA portal (www.mca.gov.in). One of the key benefits of this initiative includes timely redressal of investor grievances. MCA 21 system accepts complaints under the e-form prescribed, which has to be filed online.

The nature of complaint may relate to:

- Shares/Dividends
- Debentures/Bonds
- Fixed Deposits - non receipt of amount
- Miscellaneous - non receipts
- Any other

The status of complaint can be viewed by quoting the Service Request Number (SRN) provided at the time of filing the complaint.

ii) Investor Education and Protection Fund (IEPF)

IEPF is for promotion of investors' awareness and protection of the interests of investors. IEPF through Investor Helpline is assisting investors free of charge, in redressal of their grievances. It provides a facility, to the investors, to lodge their grievance on the website itself. This facility is available on website www.investorhelpline.in. The complaints can be lodged on various issues such as:

- Refund Order / Allotment Advice related
- Non-Receipt of Dividend
- Non-Receipt of Share certificates / Units after allotment / transfer/Bonus/Transmission etc.
- Non-Receipt of Debentures / Bond Certificate or Interest / Redemption Amount
- Offer for Rights Issue
- Non-Receipt of Investments and returns thereon on Collective Investment Schemes / Plantation Companies
- Non-Receipt of Annual Report / AGM Notice / Proxy Form
- Non-Registration of Change in Address of Shareholder
- Non-Receipt of Fixed / Public Deposits related amounts
- Demat related Grievances

iii) Securities and Exchange Board of India (SEBI)

SEBI, in its endeavour to protect the interest of investors, has provided a platform wherein the investors can lodge their grievances. This facility is available on the SEBI website (www.sebi.gov.in) under the Investor Guidance Section. The complaints can be lodged on various issues such as:

- Non receipt of dividend
- Non receipt of share certificates after transfer
- Matters pertaining to non-receipt of allotment advice/ Refund Orders
- Matters pertaining to Debentures
- Non receipt of letter of offer of rights
- Any other

After lodging the complaint, the Investors can track the status as well.

iv) Stock Exchanges

a. National Stock Exchange of India Limited (NSE)

NSE has formed an Investor Grievance Cell (IGC) to redress investors' grievances electronically. IGC is manned by a team of professionals who possess relevant experience in the areas of capital markets, company and legal affairs; especially trained to identify the problem faced by the investor, and to find and resolve at the earliest. The Investors have to log on to the website of NSE i.e. www.nseindia.com and in the Investors Service Centre Section they can fill in Form I or Form II depending upon the type of complaint and file the same electronically with NSE. Generally, complaints are resolved within a period of 45 days.

b. Bombay Stock Exchange Limited (BSE)

BSE provides an opportunity to its members to file their complaints electronically through its website www.bseindia.com under the Investor Desk Section. Here again as in case of NSE, the Investors can fill in various complaint forms depending upon the nature of their complaint and file them electronically.

v) Depositories

a. National Securities Depository Limited (NSDL)

In order to help its clients resolve their doubts, queries, complaints, NSDL has provided an opportunity wherein they can raise their queries by logging on to www.nsdl.co.in under the 'Query Now' section or an email can be marked mentioning the query to: relations@nsdl.co.in.

b. Central Depository Services (India) Limited (CDSL)

Investors who wish to seek general information on depository services may mail their queries to investors@cdslindia.com. With respect to the complaints / grievances of the demat account holders relating to the services of the Depository participants, mails may be addressed to: complaints@cdslindia.com.

X. IMPORTANT CONTACT DETAILS

Registrars and Transfer Agents

Karvy Computershare Private Limited

Unit: Hero Honda Motors Limited

Plot No. 17-24,

Vithalrao Nagar, Madhapur,

Hyderabad - 500 081

e-mail : mailmanager@karvy.com

Tel : 040 - 23420272 3333

Fax : 040 - 2272 3199 / 2272 2072

Ministry of Corporate Affairs

Shastri Bhawan, 5th Floor, A Wing,

Dr. Rajendra Prasad Road, New Delhi - 110 001.

Tel : 011 - 23384660, 23384470, 23389403

Website : www.mca.gov.in

Regional Director (North)

A-14, Sector 1,

PDL Bhawan,

Noida - 201 301

Tel : 0120 - 2445342

Fax : 0120 - 2445341

Registrar of Companies (ROC)

4th Floor, IFCI Tower,

61, Nehru Place,

New Delhi - 110 019

Tel : 011 - 26235704

Fax : 011 - 26235702

Depositories

National Securities Depository Limited (NSDL)

Trade World, A Wing, 4th & 5th Floors,

Kamala Mills Compound, Senapati Bapat Marg,

Lower Parel, Mumbai 400 013.

Tel : 022 - 2499 4200

Fax : 022 - 2497 2993 / 2497 6351

Website : www.nsdl.co.in

Central Depository Services (India) Limited (CDSL)

Phiroze Jeejeebhoy Towers,

16th Floor, Dalal Street,

Mumbai 400 023.

Tel : 022 - 2272 3333

Fax : 022 - 2272 3199 / 2272 2072

Website : www.cdslindia.com

Securities and Exchange Board of India (SEBI)

SEBI Bhavan, Plot No. C4-A,

'G' Block, Bandra-Kurla Complex, Bandra (East),

Mumbai 400 051.

Tel : 022 - 26449000 / 40459000

Fax : 022 - 26598514

Website : www.sebi.gov.in

Bombay Stock Exchange Limited (BSE)

Phiroze Jeejeebhoy Towers,

25th Floor, Dalal Street,

Mumbai 400 001.

Tel : 022 - 2272 1233 / 4

Fax : 022 - 2272 1919

Website : www.bseindia.com

The National Stock Exchange of India Limited (NSE)

"Exchange Plaza" Plot No. C/1,

"G" Block Bandra-Kurla Complex, Bandra (E),

Mumbai 400 051.

Tel : 022 - 2659 8100 / 8114

Fax : 022 - 22 2659 8120

Website : www.nseindia.com

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 26th Annual General Meeting of the Company being held on Tuesday, September 22, 2009 at 04:30 P.M., at Sri Satya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi 110 003.**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 _____ of _____ or failing him/her _____ of _____ as my/our proxy to vote for me/us and on my/our behalf at the 26th Annual General Meeting of the Company being held on Tuesday, September 22, 2009 at 04:30 P.M., at Sri Satya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi 110 003

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.





HERO HONDA MOTORS LIMITED

34, Community Centre
Basant Lok, Vasant Vihar
New Delhi-110 057, India
Phone : 91-11-2614 2451, 91-11-2614 4121
www.herohonda.com