

# NOTICE

**NOTICE** is hereby given that the **33<sup>rd</sup>** Annual General Meeting (AGM) of the Members of **Hero MotoCorp Ltd.** will be held on **Friday, September 23<sup>rd</sup> 2016** at **10:30 a.m.** at **Air Force Auditorium, Subroto Park, New Delhi 110 010** to transact the following businesses:

## ORDINARY BUSINESS:

- To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Directors' and Auditors' thereon and the consolidated audited financial statements of the Company for the financial year ended March 31, 2016.
- To confirm payment of Interim dividend of ₹ 40/- per equity share and to declare a final dividend of ₹ 32/- per equity share for the financial year ended March 31, 2016.
- To appoint a Director in place of Mr. Suman Kant Munjal (DIN 00002803) who retires by rotation and being eligible, offers himself for re-appointment.
- To ratify the appointment of the statutory auditors of the Company, to fix their remuneration and to pass the following resolution as an ordinary resolution:

**"RESOLVED THAT** the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 015125N), Gurgaon as statutory auditors of the Company, in terms of resolution passed by the shareholders at their 31st Annual General Meeting held on August 5, 2014, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company in the Calendar year 2017 at such remuneration (including fees for certification) and reimbursement of out of pocket expenses as may be recommended by audit committee and approved by the

Board of Directors of the Company, be and is hereby ratified."

## SPECIAL BUSINESS:

### 5. **Appointment of Mr. Paul Bradford Edgerley (DIN: 02213279) as an Independent Director of the Company.**

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

**"RESOLVED THAT** approval of members of the Company be and is hereby accorded to the appointment of Mr. Paul Bradford Edgerley (DIN: 02213279) as Non-Executive and Independent Director with effect from May 5, 2016 to hold office for a period of 5 consecutive years on such terms and conditions as decided by the Board in terms of the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, along with Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that his office shall not be liable to retirement by rotation."

### 6. **Re-appointment of Mr. Pawan Munjal (DIN: 00004223) as the Chairman, Managing Director & CEO of the Company and approval of remuneration and other terms and conditions of his appointment.**

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

**"RESOLVED THAT** pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and in terms of Articles of Association of the Company, approval of members

of the Company be and is hereby accorded to the re-appointment of Mr. Pawan Munjal (DIN: 00004223) as the Chairman, Managing Director & CEO of the Company for a term of 5 years with effect from October 1, 2016 on such remuneration, terms and conditions as detailed in the explanatory statement annexed hereto with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment from time to time including such periodical increase in his remuneration as may be permissible within the overall remuneration limits under Section 197, read with Schedule V of the Act and rules made thereunder, as amended from time to time.

**RESOLVED FURTHER THAT** the aggregate amount of remuneration payable to him in a financial year shall be subject to the overall ceiling laid down under Section 197, read with Schedule V of the Act and rules made thereunder, as amended from time to time.

**RESOLVED FURTHER THAT** so long as he continues to act as Chairman, Managing Director & CEO, his office shall not be liable to retirement by rotation in accordance with Article 129 of the Articles of Association of the Company.

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

### 7. **Appointment of Mr. Vikram Sitaram Kasbekar, (DIN: 00985182) Head of Operations & Supply Chain of the Company as a whole time Director and approval of remuneration and other terms and conditions of his appointment.**

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

**“RESOLVED THAT** pursuant to Section 152, 161, 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and in accordance with Articles of Association of the Company, approval of members of the Company be and is hereby accorded to the appointment of Mr. Vikram Sitaram Kasbekar, Head of Operations & Supply Chain of the Company, who was appointed as Additional Director on the Board with effect from August 8, 2016 and who holds office upto the date of this Annual General Meeting, as a whole time Director for a term of 3 years, on such remuneration, terms and conditions as detailed in the explanatory statement annexed hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time including such periodical increase in his remuneration as may be permissible within the overall remuneration limit under Section 197, read with Schedule V of the Act and rules made thereunder, as amended from time to time.

**RESOLVED FURTHER THAT** the aggregate amount of remuneration payable to him in a financial year shall be subject to the overall ceiling laid down under Section

197, read with Schedule V of the Act and rules made thereunder, as amended from time to time.

**RESOLVED FURTHER THAT** his office as Director shall be liable to retire by rotation and there shall be no break in his office, in case, he is re-appointed on determination of his office on retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**8. Ratification of remuneration of Cost Auditors for FY 2015-16 and 2016-17.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules 2014, remuneration payable to M/s Ramanath Iyer & Co., Cost Accountants, New Delhi (Firm Registration No. 000019), appointed by the Board of Directors as Cost Auditors of the Company to conduct audit of the cost records of the Company for the financial year 2016-17, amounting to ₹ 6,50,000 (Rupees Six lakh fifty thousand only), plus service tax,

as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules 2014, remuneration paid to M/s Ramanath Iyer & Co., Cost Accountants, New Delhi (Firm Registration No. 000019), appointed by the Board of Directors as Cost Auditors of the Company to conduct audit of the cost records of the Company for the financial year 2015-16, amounting to ₹ 500,000 (Rupees five lakhs only), plus service tax, as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit be and is hereby ratified and confirmed.”

By Order of the Board  
for Hero MotoCorp Ltd.

**(Neerja Sharma)**

New Delhi Company Secretary  
August 08, 2016 Membership No. A9630

Registered Office:  
34, Community Centre, Basant Lok,  
Vasant Vihar, New Delhi 110 057  
CIN: L35911DL1984PLC017354  
Phone: 011-46044100  
Fax: 011 -26152659  
Email: secretarialho@heromotocorp.com  
Website: www.heromotocorp.com

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to special businesses to be transacted at the Annual General Meeting is annexed hereto.
2. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2 in respect of the Directors seeking appointment/re-appointment at the 33rd Annual General Meeting is annexed hereto as Annexure A to the Notice which forms part and parcel of the Explanatory

Statement. All the Directors have furnished requisite declarations for their appointment/re-appointment.

**3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANY OTHER PERSON AS A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

As per Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company casting voting rights. The

instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.

The Attendance Slip and a Proxy Form with clear instructions for filing, stamping, signing and/or depositing the Proxy Form are enclosed.

4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are

requested to send to the Company/ Karvy Computershare Private Limited, Company's Registrar and Share Transfer Agent ('Registrar'), **in advance**, a duly certified copy of the relevant Board Resolution/ Letter of Authority/Power of Attorney, together with the respective specimen signatures of those representative(s) authorised under the said resolution as their representative(s) to attend and vote on their behalf at the meeting.

5. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 17, 2016 to Friday, September 23, 2016 (both days inclusive) for the purpose of 33rd Annual General Meeting of the Company and for determining the entitlement of the shareholders for final dividend for the financial year 2015-16, as may be approved by the Members at the meeting.
6. Final Dividend for the financial year 2015-16, as recommended by the Board, if approved, at the Annual General Meeting will be paid to the members on or after Friday, September 23, 2016 but within 30 days from the date of approval to those Members/beneficial owners whose names appear in the Register of Members/depository records as at closing hours of business on Friday, September 16, 2016.
7. Route map and details of prominent land mark of the venue of meeting is enclosed.
8. Members holding shares in demat are hereby informed that bank particulars registered with their respective Depository Participants with whom they maintain their demat accounts will be used by the Company for payment of dividend. The Company or Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars or bank mandates. Members holding shares in demat form are, therefore, requested

to intimate any change in their address and/or bank mandate immediately to their Depository Participants.

Members holding shares in physical form who are desirous of either registering or changing their bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrar immediately.

9. Members are requested to note that under Section 205A of the Companies Act, 1956 (Section 124 of Companies Act, 2013) the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government of India. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to Dividend for the financial year 2007-08 to the IEPF within the stipulated time period.

In terms of the IEPF (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), the Company has uploaded the information in respect of unpaid and unclaimed dividends for financial year 2008-09 onwards on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under 'Investors' section on the website of the Company, [www.heromotocorp.com](http://www.heromotocorp.com).

Members are requested to contact the Registrar for encashing their unclaimed dividends standing to the credit of their account.

10. Members may utilise the facility extended by the Registrar for redressal of their queries at [einward.ris@karvy.com](mailto:einward.ris@karvy.com), clearly mentioning their folio number. Members may visit <http://karisma.karvy.com> and click on 'Investors' section for query registration through free identity registration process.
11. In respect of the physical shareholding, in order to prevent

fraudulent transactions, members are advised to exercise due diligence and notify the Registrar of any change in their address, tel. no, e-mail id, legal heirs, nominees or joint holders, as the case may be and to notify the Registrar about the demise of any member as soon as possible.

12. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
13. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company/ Registrar or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' available on the website of the Company [www.heromotocorp.com](http://www.heromotocorp.com) to the Registrar. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only.
14. Notice of the Annual General Meeting, Annual Report 2015-16 and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participants, unless the Members have registered their request for the hard copy. Physical copy of the Notice, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participants. Members who have received the Notice, Annual Report

and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the Annual General Meeting.

**15.** Members of the Company who have registered their email address are also entitled to receive such communication in physical form upon making a request for the same, by any permissible mode, free of cost. For any communication, the members may also send requests to the Company's investor email id: secretarialho@heromotocorp.com.

**16.** Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2015-16 are also available on the Company's website www.heromotocorp.com.

**17. Inspection**

The documents referred to in the Notice, Explanatory Statement and Annual Report for 2015-16 will be available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) from **11:00 a.m. to 1:00 p.m.** up to the date of the Annual General Meeting.

Further the Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013, the Register of Contracts or Arrangements in which the Directors' are interested under Section 189 of the Act and the Certificate from the Auditors of the Company certifying that Employees Incentive Scheme 2014 and Employee Stock Option Plan 2014 are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and members' resolution passed in this regard, will also be available for inspection at the Annual General Meeting.

A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the

Annual General Meeting and ending with the conclusion of the said meeting, provided he has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.

**18.** Pursuant to the provisions of Section 72 of the Companies Act 2013, the members holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Members holding shares in demat form may contact their respective DP for availing this facility.

**19. Guidelines for attending the ensuing Annual General Meeting:**

- a) Entry to the Auditorium/Hall will be strictly against entry coupon available at the counters at the venue and against the exchange of duly filled in, signed and valid attendance slip;
- b) Any briefcase/bags/eatables or such other articles, as may be ordered by the authorities of the venue are not allowed inside the Auditorium/Hall; and
- c) Members are requested to bring the copy of the Annual Report to the meeting.

**20. Cut-off Date**

The Company has fixed **Friday, September 16, 2016** (EOD) as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. **Friday, September 16, 2016** (EOD) only. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

**21. Remote e-voting:**

Pursuant to Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company

is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM) through Karvy Computershare Pvt. Limited (Karvy) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 33rd Annual General Meeting of the Company (the AGM Notice).

The remote e-voting period begins on **Monday, September 19, 2016 at 09.00 a.m.** (IST) and ends on **Thursday, September 22, 2016 at 05.00 p.m.** (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, September 16, 2016** (EOD) may cast their votes electronically. The remote e-voting module shall be disabled by Karvy for voting after 5.00 p.m (IST) on **Thursday, September 22, 2016**.

The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 33rd AGM. The members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

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

Instructions and other information relating to remote e-voting are as under:

**A. For members who receive Notice of Annual General Meeting through email, i.e. for Members whose email IDs are registered with the Company/ Depository Participant(s):**

- (i) Launch an internet browser by typing the URL: <https://evoting.karvy.com>

- (ii) Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) In case you are already registered with M/s Karvy Computershare Private Limited for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at toll free no. 1-800-3454-001 or email at [evoting@karvy.com](mailto:evoting@karvy.com). In case of any other queries/grievances connected with voting by electronic means, you may also contact Mr. Srikrishna P. at telephone no. 040-67161528.
- (vii) On successful login, the system will prompt you to select the E-Voting Event Number for Hero MotoCorp Ltd.
- (viii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose to "ABSTAIN" by not entering any number in "FOR/ AGAINST" and the shares held will not be counted under either head.
- (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (x) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (xi) You may then cast your vote by selecting the appropriate option and clicking on "Submit".
- (xii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xiii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [arvindkohli@gmail.com](mailto:arvindkohli@gmail.com). They may also upload the same in the remote e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
- B. In case a Member receives physical copy of the Annual General Meeting Notice by Post/Courier [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:**
- (i) User ID and initial password as provided overleaf.
- (ii) Please follow all steps from Sr. No.(i) to (xiii) as mentioned in (A) above, to cast your vote.
- 22.** Any person who acquires shares of the Company and becomes member of the Company post-dispatch of notice may obtain the login ID and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com) or to the Company at [secretarialho@heromotocorp.com](mailto:secretarialho@heromotocorp.com).
- 23.** The Company has designated Ms. Ramni Sood, Deputy General Manager to address the grievances connected with the voting by electronic means, the Investors can reach Company official at +91-11-46044100 or [secretarialho@heromotocorp.com](mailto:secretarialho@heromotocorp.com). Members are also advised to visit Help & FAQ section available at Karvy's website <https://evoting.karvy.com> for clarity on the e-voting process.
- 24.** The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being **September 16, 2016 (EOD)**.
- 25.** The Board of Directors has appointed Shri Arvind Kohli, Practicing Company Secretary, M/s. Arvind Kohli & Associates, Gurgaon as Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system or through ballot/polling paper at the AGM in a fair and transparent manner.
- 26.** The Scrutinizer shall after conclusion of voting at the general meeting will first count the votes

cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall within 2 days of conclusion of the AGM, make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

- 27.** The Results on resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions. The Results will be declared by posting the same at the website of the Company ([www.heromotocorp.com](http://www.heromotocorp.com)), website of the Agency viz. Karvy's website (<https://evoting.karvy.com>) and at the websites of the Stock Exchanges and the result of voting containing details of the number of votes cast for and against the Resolution, invalid votes and whether the resolution has been carried or not, would be displayed on the Notice Board of the registered office of the Company.

#### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

##### **Item No. 5**

On recommendation of Nomination and Remuneration Committee, the Board of Directors of your Company has, subject to approval of the members, appointed Mr. Paul Bradford Edgerley (DIN: 02213279) as Non-Executive and Independent Director with effect from May 5, 2016 for a term of 5 consecutive years.

Mr. Edgerley is a certified working public accountant and MBA with distinction from Harvard Business School and a BS from Kansas State University. He brings with him about three decades of enriched experience in the field of Finance and Administration. He has been the Managing Director of Bain Capital since 1990, a private investment firm with over \$70 billion assets under its management, focusing on investment in the industrial and consumer product sectors.

Mr. Edgerley is currently on the board of Boston Celtics, Sensata Technologies, APEX Tool Group, FTE Automotive, Steel Dynamics Inc., MYOB and TI Automotive and is also a member of the Kansas State

University Foundation, The Shamrock Foundation and Year Up. Having regard to his qualifications, experience and knowledge and immense contribution made by him as Non-Executive Director on Board of the Company, Nomination and Remuneration Committee and the Board members are of the view that his appointment as an Independent Director will be in the best interest of the Company.

Mr. Edgerley has furnished a declaration that he meets the criteria of independence in terms of provisions of Section 149 of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said documents and the draft letter of appointment containing the detailed terms and conditions of appointment of Mr. Edgerley as an Independent Director are open for inspection by Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays).

Mr. Edgerley is independent of the management and possesses appropriate skills, experience and knowledge and in the opinion of the Board, fulfils the conditions for appointment as an Independent Director of the Company.

As per the provisions of Section 149 of the Act and Rules made thereunder, appointment of an Independent Director requires approval of the members. The Board, therefore, recommends the Resolution as set out at Item No. 5 of the Notice for approval of the members as an Ordinary Resolution.

Except Mr. Edgerley, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 5.

##### **Item No. 6**

Mr. Pawan Munjal was appointed as the Managing Director & CEO of the Company for a period of five years with effect from October 1, 2011. He was elevated as the Chairman of the Company w.e.f. June 1, 2015 and his term of appointment will complete on September 30, 2016. Based on the recommendation of the Nomination and Remuneration Committee, the Board has, subject to approval of members of the Company, re-appointed Mr. Munjal as

the Chairman, Managing Director & CEO of the Company for a period of five years with effect from October 1, 2016.

Mr. Munjal is a graduate in Mechanical Engineering and has been a Board member of the Company since 1986. He has consistently demonstrated his visionary leadership to emerge as one of India's highly-respected business leaders. Even in a highly-competitive and volatile market, he has guided the Company to not just consolidate its leadership status but also expand its global footprint across continents. Under his leadership, the Company achieved the coveted title of World's No. 1 two-wheeler company in terms of volume sales by a single company in a calendar year in 2001 and has successfully retained this position till date. Mr. Munjal has been instrumental in bringing about technological and managerial excellence in the Company's operations. As Chief Executive of one of the principal Hero Group Companies, he is a constituent of the Core Team which looks at growth and strategic planning for the entire Hero Group and the associate companies.

A well-known personality in industry forums, Mr. Munjal has been the Chairman of several Committees of CII, viz. Technology & Innovation (2004-05), Environment (2003-04) and Sports Committee (2000-01 & 2001-02). He is the past Chairman of the Northern Region of the CII (1996-97). He was the Co-Chair of the India Economic Summit 2010 organised by the World Economic Forum.

Mr. Munjal is currently the Chairman of Society of Indian Automobile Manufacturers' (SIAM) Committee on Two & Three-wheelers and Council on Economic Affairs, member of Governing Council of All India Management Association (AIMA) and a member of the Development Council for Automobile & Allied Industry (DCAAI) and Board of Trade constituted by the Indian Government. Mr. Munjal is a member of the prestigious World Economic Forum as an advisor to the Singapore Government (Singapore's India Advisory Panel).

In recognition of his outstanding contribution to the auto industry, Mr. Munjal was conferred with the 'Man of the Year' Hall of Fame award by CNBC TV 18 Overdrive Awards 2009. NDTV Profit Car & Bike Awards 2010 has recognized him as the 'Man of the Year' of the Indian Automotive Industry.

Considering extensive knowledge, business skills, managerial experience and capabilities of Mr. Munjal, the Board of Directors of the Company, recommends approval of members to his re-appointment as Chairman, Managing Director and CEO on the remuneration and other terms and conditions as detailed hereunder:

**I. Basic Salary:** ₹ 75,00,000 (Rupees Seventy Five Lac only) per month subject to an increase of 20% per annum on the Basic Salary with effect from April 1, 2017;

**II. Perquisites and allowances:** In addition to the above Basic Salary and Commission, he shall be entitled to the following Perquisites and allowances:

**a. Special Allowance :** Special allowance @ 75% of Basic salary;

**b. Children Education Allowance:** In case of children studying in India or abroad, actual expenses shall be admissible.

Explanation: For the aforesaid purposes "Family" means the spouse, the dependent children of Mr. Munjal;

**c. Residential Accommodation:** Free furnished residential accommodation with free use of all the facilities and amenities provided by the Company. If accommodation is not provided by the Company then he shall be entitled to House Rent Allowance equivalent to 50% of his Basic Salary alongwith free use of all the facilities and amenities;

**d. Medical Reimbursement:** Reimbursement of actual medical expenses incurred by Mr. Munjal and his family;

**e. Club Fees:** Actual fees of clubs to be paid by the Company;

**f. Personal Accident Insurance:** Actual premium to be paid by the Company;

**g. Insurance of House-hold goods:** Annual premium, as per rules, to be paid by the Company;

**h. Group Normal Life Insurance:** Annual premium for insurance cover with sum assured upto maximum of ₹ 1 crore to be paid by the Company;

**i. Medical Insurance:** For self and dependents as per rules of the Company;

**j. Car:** Facility of car(s) with driver for the business of the Company;

**k. Telephone:** Free telephone facility at Residence including Mobile phone and internet;

**l. 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;

**m. Reimbursement of expenses:** Reimbursement of entertainment, traveling, hotel and other expenses for the business of the Company in accordance with applicable rules;

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

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

**III. Commission:** Mr. Munjal will also be allowed remuneration by way of commission in addition to Basic Salary, Perquisites and any other allowances, benefits or amenities subject to the condition that the amount of commission shall not exceed 1% of the net profit of the Company in a particular financial year as computed in the manner referred to in Section 198 of the Companies Act, 2013. The amount

of Commission shall be paid subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors every year.

**IV. Minimum Remuneration:** If in any financial year during the currency of tenure of Mr. Munjal as the Chairman, Managing Director and CEO of the Company, the Company has no profits or its profits are inadequate, he shall be entitled to minimum remuneration by way of Basic Salary, Perquisites, allowances within limits prescribed under Section II, Part II of Schedule V to the Companies Act, 2013, as amended from time to time.

Mr. Munjal shall not be entitled to any sitting fee for attending meetings of the Board and/or any Committee of Board. In terms of Article 129 of the Articles of Association of the Company, so long as Mr. Munjal continues to act as the Chairman, Managing Director & CEO, his office shall not be liable to determination by retirement by rotation.

Except Mr. Pawan Munjal, Mr. Suman Kant Munjal and Mr. Sunil Kant Munjal, who are brothers, no other Director, Key Managerial Personnel or their relatives are in anyway concerned or interested in the Ordinary Resolution contained under Item No. 6 of the Notice.

#### Item No. 7

Mr. Vikram Sitaram Kasbekar, has been associated with the Company as Head of Operations & Supply Chain of the Company from past 14 years in two stints and has contributed significantly to the growth of your Company. Mr. Kasbekar brings more than four decades of experience in the field of Operations, Supply Chain, Manufacturing and Project Engineering.

As a result of his continuous endeavours the Company has been able to rapidly scale up its manufacturing and engineering capacity through enhanced productivity and best in class quality systems. He has also been instrumental in our capacity expansion in India and our global markets, thus contributing significantly to our market leadership. He has ensured that the Operations & Supply Chain function caters to

the market demand and is run in the most efficient and effective manner with highest standards of operational excellence.

In his role on the Board of Directors of the Company and as a member of the Company's senior leadership team, he shall continue to focus on developing Company's operations strategy with an additional emphasis on green initiatives, risk mitigation, cost management, safety and compliance.

On recommendation of Nomination and Remuneration Committee, he has been appointed as an Additional Director on the Board of the Company in terms of Section 161 of the Companies Act, 2013 w.e.f. August 8, 2016 and holds office up to the date of this Annual General Meeting. The Board recommends his appointment as a whole time Director w.e.f. August 8, 2016 for a term of 3 years, on the remuneration and terms and conditions as detailed hereunder:

**I. Fixed Pay (Inclusive of Basic Salary, Perquisites, Allowances and other Benefits):** He shall be entitled to basic salary, perquisites, benefits and allowances including house rent allowance, children education allowance, reimbursement of medical expenses for self and family, leave travel allowance, personal accident insurance, facility of car etc. as per Company's policy and as may be recommended by Nomination and Remuneration Committee and approved by the Board from time to time provided that the total amount of his fixed pay shall not exceed ₹ 6,00,00,000/- (Rupees Six Crore) per annum.

**II. Variable Pay (Performance Linked Incentive/Bonus):** As may be recommended by Nomination and Remuneration Committee and approved by the Board from time to time not exceeding 50% of the fixed pay in any financial year.

**III. Retiral/Other Benefits:** Retiral benefits shall include Gratuity, Leave Encashment, Company's contribution to Provident and Superannuation funds, other benefits as per norms of the Company.

**IV. Grant of stock options (Employee Stock Options/Restricted Stock Units etc.):** Criteria and grant size to be decided by Nomination & Remuneration Committee of the Board from time to time and shall be as per Company's Employee Incentive Scheme for the time being in force.

**V. Re-imbusement of Expenses:** He shall be entitled to re-imbusement of all legitimate expenses incurred by him while performing his duties and such re-imbusement shall not form part of his remuneration

Mr. Kasbekar shall not be entitled to any sitting fee for attending meetings of the Board and/or any Committee of Board and payment of remuneration to him shall be subject to provisions of tax as applicable for the time being in India, including deduction of tax at applicable rates.

If in any financial year during the currency of tenure of Mr. Vikram Sitaram Kasbekar, the Company has no profits or its profits are inadequate, he shall be entitled to minimum remuneration by way of fixed and variable pay within limits prescribed under Section II, Part II of Schedule V to the Companies Act, 2013, as amended from time to time.

Being eligible for appointment, Mr. Kasbekar has consented to act as a Director of the Company and the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director.

Except Mr. Kasbekar, none of the Directors and Key Managerial Personnel of the Company or their relatives are

concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 7.

**Item No. 8.**

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

Based on recommendation of the Audit Committee, the Board at its meeting held on August 3, 2015 and August 8, 2016 approved the appointment of M/s. Ramanath Iyer & Co., Cost Accountants, New Delhi (FRN 000019) to conduct cost audit of all applicable products and group of products for the FY 2015-16 at a remuneration of ₹ 5,00,000 (Rupees Five Lakh) plus service tax and reimbursement of out of pocket expenses and for the FY 2016-17 at a remuneration of ₹ 6,50,000 (Rupees Six lakh fifty thousand only) plus service tax and reimbursement of out of pocket expenses respectively.

The Board recommends ratification of remuneration of Cost Auditors by the members for both the financial years by passing an Ordinary Resolution.

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

By Order of the Board  
for Hero MotoCorp Ltd.

(Neerja Sharma)

New Delhi Company Secretary  
August 08, 2016 Membership No. A9630

Registered Office:  
34, Community Centre, Basant Lok,  
Vasant Vihar, New Delhi 110 057  
CIN: L35911DL1984PLC017354  
Phone: 011-46044100  
Fax: 011 -26152659  
Email: secretarialho@heromotocorp.com  
Website: www.heromotocorp.com



## ANNEXURE A

**DETAILS UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IN TERMS OF SECRETARIAL STANDARD 2, IN RESPECT OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT.**

Name of Director	Mr. Suman Kant Munjal	Mr. Paul Bradford Edgerley	Mr. Pawan Munjal	Mr. Vikram Sitaram Kasbekar
Brief Resume	Mr. Munjal is renowned industrialist and Managing Director of Rockman Industries Ltd. He has rich experience of over 30 years and has been instrumental in elevating Rockman Industries to its current state.	As detailed in explanatory statement above for item no. 5 of the Notice.	As detailed in explanatory statement above for item no. 6 of the Notice.	As detailed in explanatory statement above for item no. 7 of the Notice.
Age	64 Years	61 Years	62 Years	62 Years
Qualifications	Graduate in Commerce	Certified Working Public Accountant, BS from Kansas State University and MBA from Harvard Business School	Mechanical Engineer	B.E. (Mechanical), IIT Madras.
No. of years of Experience	39 years	30 years	37 years	40 years
Area/Nature of Expertise	Business Management	Finance and Administration	Management	Operations
Terms and Conditions of Appointment	The appointment is proposed as Non-executive Director.  Mr. Suman Kant Munjal will be entitled to sitting fees and commission.	As per his Appointment Letter available at website of the Company at www.heromotocorp.com	As detailed in explanatory statement above for item no. 6 of the Notice.	As detailed in explanatory statement above for item no. 7 of the Notice.
Details of Remuneration		NIL		
Remuneration last drawn (if any)	₹ 24,00,000 towards sitting fees & commission for FY 2015-16	NIL	₹ 57.40 Crore for the FY 2015-16 as detailed in Annexure 1 of Board's Report.	Not Applicable
Date on which first appointed on the Board	July 29, 2010	May 4, 2011	October 1, 1986	August 8, 2016
Details of Shareholding in the Company	Holding 1,25,00,590** Equity Shares of ₹ 2/- each aggregating to 6.26%	NIL	Holding 1,24,61,860* Equity Shares of ₹ 2/- each aggregating to 6.24%	Holding 445 equity shares of ₹ 2/- each.
Relationship with Other Directors/Key Managerial Personnel (if any)	Brother of Mr. Pawan Munjal, Chairman, Managing Director and CEO and Mr. Sunil Kant Munjal, Jt. Managing Director of the Company.	None	Brother of Mr. Sunil Kant Munjal, Jt. Managing Director and Mr. Suman Kant Munjal, Non-Executive Director of the Company.	None
Number of Board Meetings attended during the year	6 {Total 6 meetings held in the FY 2015-16}	4 {Total 6 meetings held in the FY 2015-16}	6 {Total 6 meetings held in the FY 2015-16}	Not Applicable
Details of Directorships/ Committee Chairmanship and Memberships in other Companies	As detailed here in below			

\*Includes 32,500 Equity Shares held on behalf of Pawan Kant & Sons HUF and 1,23,96,840 Equity Shares held on behalf of Brijmohan Lal Om Prakash, a partnership firm.

\*\* Includes 32,500 Equity Shares held on behalf of Brijmohan Lal & Sons HUF, 32,500 Equity Shares held on behalf of Suman Kant & Sons HUF and 1,23,96,840 Equity Shares held on behalf of Brijmohan Lal Om Prakash, a partnership firm.

**DETAILS OF DIRECTORSHIPS/COMMITTEE CHAIRMANSHIP AND MEMBERSHIPS IN OTHER COMPANIES**

Name of Director	Type of Company	Directorships held	Committee Membership	Committee Chairmanship	
Mr. Suman Kant Munjal	UL	Rockman Industries Limited	- Audit - CSR - Finance Committee		
		Survam Infrastructure Limited	-		
		Hero Steels Limited	-		
	P	Rockman Auto Private Limited	-	-	
		BCM Energies Private Limited	-	-	
		Thakurdevi Hydro Private Limited	-	-	
		Bahadur Chand Investments Private Limited	-	-	
		Rockman Industries Chennai Pvt. Ltd.	-	- Audit	
		Hero InvestCorp Private Limited	-	-	
		Munjal Acme Packaging Systems Private Ltd.	-	-	
		Hero Future Energies Private Limited	-	-	
		Hero Corporate Services Private Limited.	-	-	
		Hero Electronix Private Limited	-	-	
		Mybox Technologies Private Limited	-	-	
	Sec 8	BML EduCorp Services	-	-	
		ACMA	-	-	
	Mr. Paul Bradford Edgerley	FC	Boston Celtics	-	-
			Sensata Technologies Holding N.V.	-	Nomination and Governance Committee
			Apex Tool Group	-	-
FTE Automotive			-	-	
MYOB			-	-	
Mr. Pawan Munjal	UL	Hero FinCorp Ltd.	- NRC - CSR	-	
		Rockman Industries Ltd.	-	-	
	P	Bahadur Chand Investments Pvt. Ltd.	- Audit - RMC - CSR - Asset Liability Committee - Nomination Committee	-	
		Hero InvestCorp Pvt. Ltd.	- Audit - RMC - Asset Liability Committee - Nomination Committee	-	
		Hero Future Energies Pvt. Ltd.	-	-	
		Hero Realty and Infra Private Ltd.	-	-	
		Cosmic APA Private Limited	-	-	
		Indian School of Business	-	-	
	Mr. Vikaram Sitaram Kasbekar	UL	HMC MM Auto Limited	-	-
		FC	HMCL Niloy Banladesh Limited	-	-

**List of Abbreviations used in the Table above:**

FC- Foreign Company  
UL-Unlisted Public Company  
L-Listed Public Company  
P- Private Limited Company  
Sec 8 – Not for profit Company  
CSR-Corporate Social Responsibility Committee  
NRC-Nomination & Remuneration Committee  
SRC-Stakeholders Relationship Committee  
Audit-Audit Committee  
RMC-Risk Management Committee





# Hero MotoCorp Limited

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

CIN: L35944DL1984PLC017354 Phone: 011-46044100 Fax: 011-2614 2659

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

## ATTENDANCE SLIP

1. Name
2. Registered Address of the sole/first named shareholder
3. Name(s) of the Joint Shareholder (s) if any

1.

2.

4. Registered Folio/DP ID & Client ID No.

5. No. of Shares held

I/we being the registered Shareholder/ proxy for the registered Shareholder of the Company hereby record my/our presence at the **33<sup>rd</sup> ANNUAL GENERAL MEETING** of the Company held on **Friday, September 23, 2016 at 10:30 a.m.** at Air Force Auditorium, Subroto Park, New Delhi 110 010 and at any adjournment(s) thereof.

Signatures as per specimen registered with the Company or Registrar

\_\_\_\_\_  
1<sup>st</sup> Holder

\_\_\_\_\_  
2<sup>nd</sup> Holder

\_\_\_\_\_  
3<sup>rd</sup> Holder

\_\_\_\_\_  
Proxy

### E-Voting

Users who wish to opt for e-voting may use the following login credentials.

EVEN (E Voting Event No.)	User Id	Password

Please follow steps for e-voting procedure as given in the Notice of AGM or by logging on to <https://evoting.karvy.com>.



# Hero MotoCorp Limited

**Registered Office:** 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi, 110 057  
CIN: L35944DL1984PLC017354 Phone: 011-46044100 Fax: 011-2614 2659  
Email: secretarialho@heromotocorp.com, Website: www.heromotocorp.com

## PROXY FORM

### Form MGT - 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L35944DL1984PLC017354
Name of the Company	Hero MotoCorp Ltd.
Regd. Office	34, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110 057
Name of the Member(s)	
Regd. Address	
Email Id	
Folio No./ DP ID & Client ID	

I/We, being the member(s) of \_\_\_\_\_ shares of Hero MotoCorp Ltd., hereby appoint:

- 1) Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
- 2) Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
- 3) Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **33rd ANNUAL GENERAL MEETING** of the Company to be held on **Friday, September 23, 2016 at 10:30 a.m.** at Air Force Auditorium, Subroto Park, New Delhi 110 010 and at any adjournment(s) thereof, in respect of resolutions as indicated below:

#### Ordinary Business:

1. To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2016 together with the reports of the Directors' and Auditors' thereon.
2. To confirm payment of Interim dividend of ₹ 40/- per equity share and to declare a final dividend of ₹ 32/- per equity share for the financial year ended March 31, 2016.
3. To re-appoint Mr. Suman Kant Munjal (DIN 00002803), Director retiring by rotation
4. To ratify the Appointment of Statutory Auditors of the Company and to fix their remuneration

#### Special Business:

5. Appointment of Mr. Paul Bradford Edgerley (DIN: 02213279) as an Independent Director of the Company.
6. Re-appointment of Mr. Pawan Munjal (DIN: 00004223) as the Chairman, Managing Director & CEO of the Company and approval of remuneration and other terms and conditions of his appointment.
7. Appointment of Mr. Vikram Sitaram Kasbekar, (DIN: 00985182) Head of Operations & Supply Chain of the Company as a whole time Director and approval of remuneration and other terms and conditions of his appointment.
8. Ratification of remuneration of Cost Auditors for FY 2015-16 and 2016-17.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of the Member: \_\_\_\_\_

Affix  
Revenue  
Stamp of ₹ 1

Signature of the Proxy holder(s): \_\_\_\_\_

#### Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

