



Hero MotoCorp Limited

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

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

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

NOTICE

NOTICE is hereby given that the **37th Annual General Meeting ('AGM')** of the Members of **Hero MotoCorp Limited** will be held on **Wednesday, August 12, 2020 at 4:30 P.M through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")** to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Directors' and Auditors' thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2020.
2. To confirm payment of Interim dividend of ₹ 65/- per equity share and to declare a final dividend of ₹ 25/- per equity share for the financial year 2019-20.
3. 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.

SPECIAL BUSINESS

4. Ratification of remuneration of Cost Auditors for financial year 2020-21.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, remuneration payable to M/s Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 000019), appointed by the Board of Directors as Cost Auditors to conduct audit of the cost records of the Company for the financial year 2020-21, amounting to ₹ 8,25,000/- (Rupees Eight Lakh and Twenty Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit be and is hereby confirmed, ratified and approved."

5. Appointment of Ms. Tina Trikha (DIN: 02778940) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions

of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Ms. Tina Trikha (DIN: 02778940) who was appointed as an Additional and Independent Director of the Company with effect from October 23, 2019 to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years, from the date of appointment i.e. October 23, 2019 to October 22, 2024."

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

Neerja Sharma

Company Secretary & Chief Compliance Officer
Membership No. A9630

New Delhi
June 9, 2020

Registered Office:

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

NOTES:

1. In view of the restrictions on the movement across the country and social distancing guidelines to be followed due to outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020 (hereinafter collectively referred to as "Circulars"), allowed Companies to hold AGM through Video conferencing (VC) or Other Audio Visual Means (OAVM). Hence, in compliance with these Circulars, the annual general meeting of the Company (hereinafter referred as "AGM") will be conducted through Video Conferencing (VC).
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to special business to be transacted at the AGM is annexed hereto.

3. Details 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 37th AGM are annexed hereto as **Annexure - A** to the Notice which forms part of the Explanatory Statement. The Company has received relevant disclosure/consent from the Directors seeking appointment/re-appointment.
 4. On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company will send the Annual Report and the Notice of AGM only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN, by email to the Company's email address secretarialho@heromotocorp.com or upload the entire documents at https://ris.kfintech.com/email_registration/
 - b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
 - c) Shareholders are also requested to visit the website of the company www.heromotocorp.com for downloading the Annual Report and Notice of the AGM.
 - d) The Notice of the 37th AGM and the Annual Report for the year 2020 including therein the Audited Financial Statements for the year 2020, will be available on the website of the Company at www.heromotocorp.com and the website of stock exchanges at BSE Limited www.bseindia.com and National Stock Exchanges of India Ltd www.nseindia.com The Notice of 37th AGM will also be available on the website of NSDL at www.evoting.nsdl.com
 - e) The Annual Report along with Notice of AGM will be sent to the members, whose names appear in the Register of Members/depositories as at close of business hours on Friday, July 3, 2020.
 - f) Since the AGM will be held through VC, the route map, proxy form and attendance slip are not annexed to this Notice.
 5. **AGM through VC:**
 - a) National Securities Depositories Limited ("NSDL") will be providing facility for convening 37th AGM through VC/OAVM Facility, voting through remote e-voting and e-voting during the 37th AGM.
 - b) As per Section 105 of the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint any other person as a proxy to attend and vote at the meeting on his/her behalf and such proxy need not be a member of the company. Since this AGM is being held through VC therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form is not annexed to this Notice.
 - c) Corporate/Institutional Members are required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to contact@cssanjaygrover.in with a copy marked to evoting@nsdl.co.in.
 - d) Members may join the AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 4:15 p.m. IST i.e. 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the AGM.
 - e) No restrictions on account of FIFO entry into AGM, will apply in respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc.
 - f) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. **Instructions for the Members for attending the AGM through Video Conference (VC):**
 - a) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-voting system of NSDL.

- b) Members are encouraged to join the meeting through laptops for better experience.
- c) Members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- e) The Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the 37th AGM shall be the same persons mentioned for remote e-voting and reproduced hereunder for convenience:

Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559.

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

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

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

Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by August 6, 2020 through email on secretarialho@heromotocorp.com. Such questions shall be taken up during the meeting or replied by the Company suitably.

Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at secretarialho@heromotocorp.com on or before August 6, 2020. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

9. Inspection

All documents referred to in the Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 12, 2020. Members seeking to inspect such documents can send an email to secretarialho@heromotocorp.com

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

10. Dividend:

- a) Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Monday, 3rd August 2020 to Wednesday, 12th August, 2020 (both days inclusive) for the purpose of 37th AGM of the Company and for determining the entitlement of the shareholders for final dividend for the financial year 2019-20, as may be approved by the Members at the meeting.
- b) Final Dividend for the financial year 2019-20, as recommended by the Board, if approved, at the AGM will be paid to the Members within 30 days from the date of approval to those Members/beneficial owners whose names appear in the Register of Members/depository records as at close of business hours on August 2, 2020.
- c) Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants with whom they maintain their demat accounts will be used by the Company for payment of dividend. The Company cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars or bank mandates. Members holding shares in demat form are, therefore, requested to intimate any change in their addresses and/or bank mandate immediately to their Depository Participants.

- d) Members holding shares in physical form are requested to register their Electronic Clearing Service (ECS) mandate by submitting the (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (viz. Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) a self-attested copy of the PAN card and (iii) cancelled cheque leaf to the Company's RTA, by email at einward.ris@kfintech.com.
- e) For the shareholders who have not updated their bank account details, the Company will send the dividend warrants at address registered in Company's record once the situation created by the countrywide outbreak of the pandemic COVID-19 gets normalized.
- f) Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Company will also send a detailed email to all shareholders in this regard. Members are requested to write to the RTA at einward.ris@kfintech.com for any queries/questions in this regard.

11. Cut-off Date

The Company has fixed Wednesday, August 5, 2020 as the **Cut-off Date** for remote e-voting. The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e. Wednesday, August 5, 2020 only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

12. Remote e-voting

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM)

through NSDL, for all Members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of 37th AGM of the Company.

The remote e-voting period begins on **Saturday, August 8, 2020 at 9:00 a.m.** (IST) and ends on **Tuesday, August 11, 2020 at 5:00 p.m.** (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on the Cut-off Date i.e. **Wednesday, August 5, 2020**, may cast their votes electronically. The remote e-voting module shall be disabled after 5:00 p.m. (IST) on **Tuesday, August 11, 2020**.

The facility for electronic voting system, shall also be made available at the 37th AGM. The Members attending the AGM, who have not cast their votes through remote e-voting, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

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

INSTRUCTIONS FOR E-VOTING:

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Your password details are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below for registering your email ids.
 - In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back) and PAN (self attested scanned copy of PAN card) by email to secretarialho@heromotocorp.com.
 - In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement and PAN (self attested scanned copy of PAN card) to secretarialho@heromotocorp.com.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 is given below:**How to cast your vote electronically on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-voting as the voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

- b) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.
13. The Company has designated Mr. Dhiraj Kapoor, Deputy General Manager, to address the grievances connected with the voting by electronic means. The Members can reach Company official at +91-11-46044220 or secretarialho@heromotocorp.com.
14. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date, being Wednesday, August 5, 2020.
15. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Partner, failing him Ms. Priyanka, Partner, M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi (Firm Registration No. P2001DE052900), as Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
16. The Scrutinizer shall, after conclusion of voting at the AGM, first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall within 48 hours of conclusion of the AGM, submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or an authorised person who shall countersign the same and declare the results of voting forthwith.
17. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions. The results shall be declared within 48 hours after the Annual General Meeting of the Company. The results along with Scrutiniser's Report shall be placed on the website of the Company (www.heromotocorp.com), website of NSDL (evoting@nsdl.co.in) and by filing with the Stock Exchanges. It shall also be displayed on the Notice Board at the Registered Office of the Company.
18. Members are requested to note that under Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ('IEPF')

constituted by the Central Government of India. Further, all shares in respect of which dividends remain unclaimed/unpaid for seven consecutive years or more, are also required to be transferred to designated Demat Account of the IEPF Authority.

The Company during the financial year 2019-20 had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to the financial year 2011-12 along with relevant shares to the IEPF within the stipulated time period.

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

Further, all the shareholders who have not claimed/encashed their dividends in the last seven consecutive years from FY 2012-13 are requested to claim the same. The concerned members are requested to verify the details of their unclaimed amounts, if any, from the website of the Company and write to the Company's Registrar before the same becoming due for transfer to the IEPF.

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

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

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

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

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

Based on the recommendation of Audit Committee, the Board at its meeting held on June 9, 2020 has approved the appointment of M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 000019) as Cost Auditors for the financial year 2020-21 at a remuneration of ₹ 8,25,000/- (Rupees Eight Lakh and Twenty Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

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

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

Item No. 5

The Board of Directors based on the recommendation of Nomination and Remuneration Committee, appointed Ms. Tina Trikha as an Additional and Independent Director of the Company w.e.f. October 23, 2019, for a term of five years, not liable to retire by rotation, subject to the approval of Members at the 37th Annual General Meeting.

In terms of Section 161 of the Companies Act, 2013, Ms. Tina Trikha holds office only upto the date of the forthcoming AGM and is eligible for appointment as a Director.

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

The Company has received requisite consent and declarations from Ms. Trikha including confirmation that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Tina Trikha holds a Bachelor's degree in Economics from Massachusetts Institute of Technology and a Master's degree in Business Management from the Wharton School of Business, University of Pennsylvania. She has close to two

decades of experience working with companies in India, the United States, and South-East Asia. She currently serves as head of communications and talent development for SeaLink Capital Partners, an India-focused private equity firm. Previously, she was Vice President of corporate planning and strategy at Godrej Industries Limited. Prior to that, Ms. Trikha was responsible for strategic planning and business development at Scholastic, a book publisher and distributor in New York. Her previous roles included providing financial and strategic advice to companies as a consultant with McKinsey & Company in New York and as an investment banker with Credit Suisse in New York and Hong Kong.

The requisite details of Ms. Trikha are provided in Annexure A to the Notice.

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

It is proposed that Ms. Trikha be appointed as an Independent Director of the Company for a term of five consecutive years i.e. from October 23, 2019 to October 22, 2024 and she shall not be liable to retire by rotation.

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

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

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



Neerja Sharma

Company Secretary & Chief Compliance Officer
Membership No. A9630

New Delhi
June 9, 2020

Registered Office:

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

Annexure A

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

Name of Director	Suman Kant Munjal	Tina Trikha
DIN	00002803	02778940
Brief Resume	Mr. Suman Kant Munjal was appointed as an Additional Director on the Board effective July 29, 2010. He is the Managing Director of Rockman Industries Ltd., one of the leading suppliers of aluminum die casting, machined and painted assemblies to Hero MotoCorp Limited. A graduate in Commerce, he possesses rich experience and expertise in Business Management. Over the years, he has been instrumental in elevating Rockman Industries Ltd. to its current status.	As detailed in Explanatory Statement above for Item No. 5 of the Notice
Date of Birth (Age in years)	February 26, 1953 (67)	July 9, 1975 (44)
Qualifications	Graduate in Commerce	As detailed in Explanatory Statement above for Item No. 5 of the Notice
Experience	44 years	20 years
Expertise in specific functional areas	Automotive/Mobility/Technology/R&D/Product Development, Strategic planning, Business Development, Business Operations, Consumer sales/marketing	Human resources/people management, Accounting & financial expertise, Global Perspective
Terms and conditions of appointment / re-appointment	At the 35 th AGM held on July 24, 2018, he was appointed as Non-Executive Director, liable to retire by rotation. Being eligible, he has now offered himself for re-appointment.	She is being appointed as an Independent Director w.e.f. October 23, 2019 for a term of 5 years, not liable to retire by rotation. The other terms and conditions are available at website of the Company at www.heromotocorp.com .
Details of remuneration and remuneration last drawn	Details mentioned in the Corporate Governance Report	
Date on which first appointed on the Board	July 29, 2010	October 23, 2019
Details of shareholding in the Company	Holding 94,11,101* equity shares of Rs. 2/- each aggregating to 4.71%	NIL
Relationship with other Directors/Key Managerial Personnel (if any)	Brother of Dr. Pawan Munjal, Chairman, Managing Director & CEO	None
Number of Board meetings attended during the year	Details mentioned in the Corporate Governance Report	
Details of Directorships/Committee chairmanship and memberships in other Companies	As detailed herein below	

*Comprise of 91,250 equity shares held in his own name, 10,833 equity shares as Karta of HUF and 93,09,018 equity shares held on behalf of Brijmohan Lal Om Parkash, partnership firm.

Details of Directorship/Committee Chairmanship and Membership in other companies

Name of Director	Type of Company	Directorships held	Committee Membership	Committee Chairmanship	
Mr. Suman Kant Munjal	UL	Rockman Industries Limited	AC	CSR	
		Halo General Insurance Limited			
		Hero Steels Limited			
	P	Rockman Auto Private Limited			
		Bahadur Chand Investments Pvt. Ltd.		CSR	
		Hero Investcorp Pvt Ltd		CSR	
		Munjal Acme Packaging Systems Pvt. Ltd.			
		Hero Corporate Services Private Limited			
		Hero Electronix Private Limited			
		Mybox Technologies Private Limited	CSR		
		Tessolve Semiconductor Pvt Ltd		CSR	
		Rockman Advanced Composites Private Limited (formerly Moldex Composites Pvt Ltd)	CSR, NRC		
		Survam Private Limited			
	Section 8	BML EduCorp Servicess			
BMU Incubation Foundation					
Ms. Tina Trikha	L	Oberoi Realty Limited	AC, NRC		
	P	Flatiron Consulting Services Private Limited			

List of abbreviations used in the table above:

UL – Unlisted Public Company

P – Private Limited Company

Section 8 – Non Profit Company

L- Listed Public Company

AC- Audit Committee

NRC- Nomination & Remuneration Committee

CSR - Corporate Social Responsibility