

Integrated Governance

HERO MOTOCORP LIMITED

General information about company

Scrip code	500182
NSE Symbol	HEROMOTOCO
MSEI Symbol	NOTLISTED
ISIN	INE158A01026
Date of start of financial year	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter Type	Quarterly
Date of Quarter Ending	30-06-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false During the period under review, no acquisition of shares or voting rights were made by the company in an unlisted company aggregating to 5% in terms of the provisions of Part A(1) of Part A of Schedule III of LODR. Further, no subsequent change happened in existing holding exceeding 2% in terms of the provisions of Part A(1) of Part A of Schedule III of LODR.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	true
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true
Risk management committee	true
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities
Is SCORE ID Available ?	true
SCORE Registration ID	H00061
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	



Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory						Textual Information(1)																	
Whether the listed entity has a Regular Chairperson						true																	
Whether Chairperson is related to MD or CEO						false	Disqualification of Directors under section 164 of the Companies Act, 2013																
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Pawan Munjal	Executive Director	Chairperson related to Promoter		false				Active	NA		01-10-1986	01-10-2021			1	0	1	0			
2	Mr	Vikram Sitaram Kasbekar	Executive Director	Not Applicable	CEO	false				Active	NA		08-08-2016	08-08-2024			1	0	1	0			
3	Mr	Suman Kant Munjal	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		29-07-2010	09-08-2023			1	0	3	0			
4	Mr	Pradeep Dinodia	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		31-03-2001	12-08-2024			3	0	6	3			
5	Mr	Jagmohan Singh Raju	Non-Executive - Independent Director	Not Applicable		false				Active	NA		15-11-2018	15-11-2023		79.17	1	1	1	0			
6	Ms	Tina Trikha	Non-Executive - Independent Director	Not Applicable		false				Active	NA		23-10-2019	23-10-2024		68.09	4	4	3	2			
7	Mr	Birender Singh Dhanoa	Non-Executive - Independent Director	Not Applicable		false				Active	NA		01-10-2020			57	2	2	5	1			
8	Ms	Camille Miki Tang	Non-Executive - Independent Director	Not Applicable		false				Active	NA		19-11-2021	19-11-2024		43.13	1	1	0	0		Textual Information(2)	
9	Mr	Rajnish Kumar	Non-Executive - Independent Director	Not Applicable		false				Active	NA		25-11-2021	25-11-2024		43.07	3	3	4	2			
10	Ms	Vasudha Dinodia	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		25-11-2021				1	0	1	0			

Text Block

Textual Information(1)	Mr. Vikram Sitaram Kasbekar, Executive Director (Operations) has been appointed the Acting Chief Executive Officer with effect from May 1, 2025.
Textual Information(2)	Ms. Camille Miki Tang is a foreign resident, therefore she does not have a PAN.

Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Tina Trikha	Non-Executive - Independent Director	Chairperson	23-10-2019		
2	Pradeep Dinodia	Non-Executive - Non Independent Director	Member	28-05-2001	13-05-2025	
3	Birender Singh Dhanoa	Non-Executive - Independent Director	Member	28-10-2020		
4	Jagmohan Singh Raju	Non-Executive - Independent Director	Member	13-05-2025		
5	Vikram Sitaram Kasbekar	Executive Director	Member	13-05-2025		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Birender Singh Dhanoa	Non-Executive - Independent Director	Chairperson	04-05-2022		Textual Information(1)
2	Jagmohan Singh Raju	Non-Executive - Independent Director	Member	31-01-2019		Textual Information(2)
3	Pradeep Dinodia	Non-Executive - Non Independent Director	Member	30-01-2006	13-05-2025	
4	Tina Trikha	Non-Executive - Independent Director	Member	13-05-2025		

Text Block

Textual Information(1)	Mr. Birender Singh Dhanoa was appointed as Chairperson of the Committee w.e.f. 13.05.2025.
Textual Information(2)	Mr. Jagmohan Singh Raju ceased to be the Chairperson of the Committee w.e.f. 13.05.2025. However, he continues to be the member of the Committee.

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Pradeep Dinodia	Non-Executive - Non Independent Director	Chairperson	31-01-2019		
2	Jagmohan Singh Raju	Non-Executive - Independent Director	Member	26-04-2019	13-05-2025	
3	Vikram Sitaram Kasbekar	Executive Director	Member	04-05-2022	13-05-2025	
4	Vasudha Dinodia	Non-Executive - Non Independent Director	Member	13-05-2025		
5	Rajnish Kumar	Non-Executive - Independent Director	Member	13-05-2025		
6	Birender Singh Dhanoa	Non-Executive - Independent Director	Member	13-05-2025		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Vikram Sitaram Kasbekar	Executive Director	Chairperson	04-05-2022		Textual Information(1)
2	Pradeep Dinodia	Non-Executive - Non Independent Director	Member	16-10-2014		Textual Information(2)
3	Birender Singh Dhanoa	Non-Executive - Independent Director	Member	28-10-2020	13-05-2025	
4	Camille Miki Tang	Non-Executive - Independent Director	Member	13-05-2025		
5	Rajnish Kumar	Non-Executive - Independent Director	Member	13-05-2025		

Text Block

Textual Information(1)	Mr. Vikram Sitaram Kasbekar was appointed as Chairperson of the Committee w.e.f. 13.05.2025.
Textual Information(2)	Mr. Pradeep Dinodia ceased to be the Chairperson of the Committee w.e.f. 13.05.2025. However, he continues to be the member of the Committee.

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Vasudha Dinodia	Non-Executive - Non Independent Director	Chairperson	13-05-2025		Textual Information(1)
2	Pradeep Dinodia	Non-Executive - Non Independent Director	Member	28-05-2014	13-05-2025	
3	Jagmohan Singh Raju	Non-Executive - Independent Director	Member	31-01-2019		Textual Information(2)
4	Pawan Munjal	Executive Director	Member	28-05-2014	13-05-2025	
5	Tina Trikha	Non-Executive - Independent Director	Member	28-10-2020		
6	Camille Miki Tang	Non-Executive - Independent Director	Member	13-05-2025		

Text Block

Textual Information(1)	Ms. Vasudha Dinodia was appointed as Chairperson of the Committee w.e.f. 13.05.2025
Textual Information(2)	Mr. Pawan Munjal ceased to be the Chairperson and member of the Committee w.e.f. 13.05.2025

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	31-01-2025			true	10	10	5
2	06-02-2025	5		true	10	10	5
3	20-03-2025	41		true	10	10	5
4	13-05-2025	53		true	10	10	5

Annexure I

IV. Meeting of Committees

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	27-01-2025				true	3	3	2	0
2	Audit Committee	06-02-2025	9			true	3	3	2	0
3	Audit Committee	10-03-2025	31			true	3	3	2	0
4	Audit Committee	20-03-2025	9			true	3	3	2	0
5	Audit Committee	12-05-2025	52			true	3	3	2	0
6	Nomination and remuneration committee	31-01-2025				true	3	3	2	0
7	Nomination and remuneration committee	05-02-2025	4			true	3	3	2	0
8	Nomination and remuneration committee	12-05-2025	95			true	3	3	2	0
9	Nomination and remuneration committee	23-05-2025	10			true	3	3	3	0
10	Nomination and remuneration committee	25-06-2025	32			true	3	3	3	0
11	Risk Management Committee	05-02-2025				true	3	3	1	0
12	Risk Management Committee	12-05-2025	95			true	3	3	1	0
13	Stakeholders Relationship Committee	12-05-2025				true	3	3	1	0
14	Corporate Social Responsibility Committee	05-02-2025				true	4	4	2	0
15	Corporate Social Responsibility Committee	12-05-2025	95			true	4	4	2	0

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Dhiraj Kapoor
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Signatory Details

Name of signatory	Dhiraj Kapoor
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	25-07-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	7
No. of investor complaints received during the Quarter	551
No. of investor complaints disposed off during the Quarter	519
No. of investor complaints those remaining unresolved at the end of the Quarter	39

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Regional Transport Officer (RTO), Alwar Rajasthan	Intimation of notice, from RTO, Rajasthan, Period Involved- FY 2023-24, Demand- Rs. 76.64 lakh and Penalty- Rs. 9.2 lakh	07-04-2025	The Company has received a notice under Rajasthan Motor Taxation Act, 1951, from the office of RTO, Rajasthan, alleging non-renewal of Trade Certificate.	There is no material impact on financials, operations or other activities of the Company
2	Regional Transport Officer (RTO), Alwar Rajasthan	Intimation of notice, from RTO, Rajasthan, Period Involved- FY 2024-25, Demand- Rs. 77.04 lakh and Penalty- Rs. 2.31 lakh	06-05-2025	The Company has received a notice under Rajasthan Motor Taxation Act, 1951, from the office of RTO, Rajasthan, alleging non-renewal of Trade Certificate.	There is no material impact on financials, operations or other activities of the Company

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Dy. Commissioner of Income Tax, Central Circle-27, Delhi	22-04-2025	The Company had filed its Income Tax return for the assessment year 2021-22, which was examined by the Tax officer as per the provisions of the Income Tax Act, 1961. The Tax Officer had made the addition to the reported income to the tune of around Rs. 13.23 crore resulting in an additional tax demand of Rs. 5.50 crore (approx.).	The Company has filed an appeal before the Income Tax Appellate Tribunal, Delhi ('ITAT') on April 22, 2025. The appeal is pending before the ITAT.
2	Additional Commissioner, Central Goods and Services Tax, Alwar, Rajasthan.	02-05-2025	The Company has received an order from the Additional Commissioner, Central Goods and Services Tax, Alwar, Rajasthan imposing a penalty of INR 456.06 crore under Section 74 of the Central Goods and Service Tax Act, 2017 along with an equivalent amount of GST and applicable interest thereon by disputing the tax rates on the parts and accessories supplied by the Company during the period July 2017 to March 2024.	The Company has filed an appeal before the Commissioner of Appeals, Jaipur on May 2, 2025. The appeal is pending and awaiting to be heard.
3	Additional Commissioner, Central Goods and Services Tax, Alwar, Rajasthan.	27-04-2025	The Company has received an order from the Additional Commissioner, Central Goods and Services Tax, Alwar, Rajasthan imposing a penalty of INR 8.5 crore under Section 74 of the Central Goods and Service Tax Act, 2017 along with an equivalent amount of GST and applicable interest thereon by disputing the tax rates on the parts supplied by the Company for after-sales during the period July 2017 to March 2021.	The Company has filed an appeal before the Commissioner of Appeals, Jaipur on April 27, 2025. The appeal is pending and awaiting to be heard.
4	Assistant Commissioner, SGST-Ghatak (Godhara),Gujarat.	07-04-2025	The Input Tax Credit (ITC) was rightfully claimed from the suppliers holding a valid registration at the time of the claim. Their registration has been cancelled at a later stage from retrospective date by the department, which is not attributable to the Company.	The Company has filed an appeal before the Joint Commissioner of Appeals, Gujarat on April 7, 2025. The appeal is pending and awaiting to be heard.

