

January 24, 2022

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

The Secretary,
BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001
Scrip Code: 500182

Sub: Disclosure pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015

Dear Sirs,

The Board of Directors of the Company, in its meeting held on 24th January 2022, has approved an investment of up to INR 700 crore (Rupees Seven Hundred crore) in one or more tranches, in Hero FinCorp Limited (HFCL). The investment is subject to execution of definitive documents and completion of certain conditions customary to a transaction of this nature. The requisite information is disclosed in the Annexure A.

The Board has also appointed Mr. Dhiraj Kapoor as the Company Secretary & Compliance Officer of the Company effective February 1, 2022. The relevant details are attached as Annexure B.

This is for your information and records.

Thanking you,

For Hero MotoCorp Limited



(Neerja Sharma)
Company Secretary & Chief Compliance Officer

Encl: As above

Annexure A

Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<p>Name of the target entity, details in brief such as size, turnover etc.</p>	<p>Hero FinCorp Ltd. (HFCL)</p> <p>Hero FinCorp Ltd. primarily deals in financing retail and corporate customers through products including two-wheeler financing, term loans, working capital loans, loan against property, bill discounting, leasing, etc.</p> <p>Turnover for the year ended March 2021 was Rs. 4,091.64 Crore.</p>
<p>Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length”</p>	<p>Yes, the investment is being made in Hero FinCorp Ltd., Associate company, and will therefore be a related party transaction.</p> <p>Hero FinCorp Ltd. belongs to Promoter Group of Hero MotoCorp Ltd. (HMCL) and holds 1,370 shares in HMCL.</p> <p>The investment is proposed to be made on an arm's length basis.</p>
<p>Industry to which the entity being acquired belongs</p>	<p>Non-Banking Financial Company</p>
<p>Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)</p>	<p>HFCL is in the process of raising capital of upto Rs. 2,000 core through private placement for its business purposes. HMCL investment of Rs. 700 crore is towards participation in this capital raise round.</p>
<p>Brief details of any governmental or regulatory approvals required for the acquisition;</p>	<p>No regulatory approval is required</p>
<p>Indicative time period for completion of the acquisition</p>	<p>April 30, 2022 (tentative)</p>

Hero MotoCorp Ltd.

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Vasant Kunj - Phase - II, New Delhi - 110070, India
Tel. +91-11-46044220, Fax +91-11-46044399
HeroMotoCorp.com CIN: L35911DL1984PLC017354 PAN: AAACH0812J



Nature of consideration - whether cash consideration or share swap and details of the same	Cash
Cost of acquisition or the price at which the shares are acquired	INR 700 crore
Percentage of shareholding / control acquired and / or number of shares acquired	<p>Investment is being made in CCPS (Compulsorily Convertible Preference Shares) to be issued by HFCL.</p> <p>Prior to the proposed investment, HMCL's shareholding in HFCL is 41.2%.</p> <p>The exact shareholding of HMCL in HFCL post the investment, will be determined upon completion of capital raise round by HFCL.</p>
Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Hero FinCorp Ltd. is registered as Non-Deposit accepting Non-Banking Finance Company as per RBI Regulations with Registration No. 14.00266. The Company primarily deals in financing retail and corporate customers through products including two-wheeler financing, term loans, working capital loans, loan against property, bill discounting, leasing, etc.</p> <p>Date of Incorporation – December 16, 1991</p> <p>Turnover of last 3 years – 2020-21 – Rs. 4,091.64 Crore 2019-20 – Rs. 3,702.62 Crore 2018-19 – Rs. 2,492.52 Crore</p> <p>Country in which HFCL has presence - India</p>

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Annexure B**Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

S. No.	Particulars	Disclosures
1.	Reason for change viz. appointment, resignation, removal, death or otherwise.	Appointment
2.	Date of Appointment	Mr. Dhiraj Kapoor has been appointed as the Company Secretary & Compliance Officer of the Company effective 1 st February, 2022.
3.	Brief profile (in case of appointment)	Mr. Dhiraj Kapoor is a fellow member of the Institute of Company Secretaries of India and a law graduate, with more than 20 years of experience in corporate laws and compliances.
4.	Disclosure of relationships between directors (in case of appointment of director)	Not Applicable

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