**FORMAT OF INDEMNITY BOND FOR TRANSMISSION OF SHARES ALONGWITH ISSUE OF DUPLICATE SHARES WITHOUT PRODUCING PROBATE / SUCCESSION CERTIFICATE / LETTERS OF ADMINISTRATION**

(On Non Judicial stamp paper of INR 100 or such stamp duty applicable in the place of execution)

THIS INDEMNITY – CUM – UNDERTAKING (hereinafter referred to as “Indemnity-cum- Undertaking”) is executed at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_on this\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_

**BY**

Mr./Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,son/daughter/wife of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, aged \_\_\_\_\_\_ years and resident of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

And

Mr./Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,son/daughter/wife of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, aged \_\_\_\_\_\_ years and resident of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [Add the names ad description of other parties/heirs/executors]

(hereinafter referred to as **“Executor” or, collectively as, “Executors”**, which expression shall unless repugnant to the context or meaning thereof be deemed to mean and include his/her heirs, executor, administrators, and permitted assigns) of the **ONE PART;**

IN FAVOUR OF

HERO MOTOCORP LIMITED, a Company incorporated and registered as a Public Limited Company under the Companies Act, 1956 having its Registered Office at The Grand Plaza, Plot No.2, Nelson Mandela Road, Vasant Kunj - Phase -II, New Delhi - 110070, (hereinafter referred as the “**the Company**” which expression shall, unless repugnant to the context or meaning thereof mean and include it’s Directors, Officers, employees, authorized representatives, successors and permitted assigns) of the **OTHER PART**.

(“Executor” and “the Company” shall hereinafter be singularly referred to as “**Party**” and collectively referred to as “**Parties**”).

# WHEREAS:

1. (Number of shares) Equity shares of the Company (i.e. Hero MotoCorp Limited) are standing in the name of Late Shri. / Smt. (name of the deceased) in the Register of Members of the Company. The deceased was holding (Number of shares) share of the following description:

|  |  |  |  |
| --- | --- | --- | --- |
| Folio No. | Certificate Nos. | Distinctive Nos. | No. of Shares in each certificate |
|  |  |  |  |

1. Shri./Smt. (name of the deceased) expired on (date of death) leaving behind him/her the following heirs:

|  |  |  |  |
| --- | --- | --- | --- |
| Sr. No. | Name and Address of the legal Heir/s | Age | Relation with deceased |
| 1. |  |  |  |
| 2. |  |  |  |
| 3. |  |  |  |

1. The above mentioned shares were the separate and self acquired property of the deceased.
2. According to the law of intestate succession applicable to him/her by which he/she was governed at the time of his/her death, the person(s) mentioned herein above is/are the only heir(s) of the deceased. They are entitled to inherit solely/jointly the aforesaid shares covered under Folio No. \_\_\_\_\_\_ held by the deceased.
3. The share / debenture certificate(s) No(s). \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ in respect of the above shares has/have been lost or misplaced and is/are not traceable despite due and diligent search.
4. The Executor(s) have now approached the Company to issue duplicate share/debenture certificate(s) in lieu of the original and transmit the shares as detailed herein above held by the deceased in my/our name(s) and enter my/our name(s) in the Register of Members of the Company without production of Probate of the Will / Letters of Administration or Succession Certificate from the Court of competent jurisdiction.

**NOW THEREFORE, the Executor(s) do hereby undertake, declare, state, affirm and covenant as under:**

1. The Executor(s) do hereby represent that he/she/they are the only legal heir(s) of the deceased (i.e. Name of the Deceased) who was the registered shareholder of \_\_\_\_ (no. of shares) shares in the Company as detailed herein above. The Executor(s) further represent that share / debenture certificate(s) No(s). \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ in respect of the above shares has/have been lost or misplaced and is/are not traceable despite due and diligent search. Furthermore, the Executor(s) agree and undertake to surrender the share certificate(s) pertaining to the said shares to Company, if and when the same is found.
2. In consideration of the Company having agreed to issued duplicate share / debenture certificates and transmitting and registering the shares / debenture held by the deceased in the sole/ joint names of the Executor(s), the Executor(s) hereunder for himself/themselves, his/their heirs, executors, administrators and assigns do hereby jointly and severally covenant with the Company, its successors and assigns and agree and undertake at all times to save, defend and to indemnify and keep indemnified the Company, its successors and assigns its estate and effects, and its directors, manager, secretary and shareholders / debenture holders and their heirs, executors and assigns from and against all actions, suits, proceedings, accounts, claims and demands whatsoever for or on account of the said shares or dividends or any part thereof or otherwise in connection with the same, and from and against all losses, costs, claims, actions, demands, risks, charges, expenses, damages and losses arising in any manner howsoever.
3. The Executor(s) certify(ies) that the above representations made herein and all the representations made by me/us to the Company, in regard to any matter / request whatsoever, including but not limited to the documentary proofs submitted with the Company, are true and the same bind the Executor(s) to make good all claims, charges, costs, damages etc. incurred or to be incurred by the Company as a consequence of the same being found untrue or false at any point of time.
4. The Executor(s) further declare(s) and agree(s) in writing, that in the event of his/their failure to compensate the Company in any action, suits and proceedings with the Company, which the company might face for having issued the duplicate certificate(s) at his/their request, the Company can have a lien in general on all the securities, which the Executor(s) are now holding or may be holding hereafter and also the Dividend /Interest declared or payable on the said securities or any other entitlements/payments due to the Executor(s).
5. This indemnity-cum-undertaking shall be deemed to be in effect from the date of issuance of the duplicate share certificate and shall continue until discharged in writing by the Company at its sole discretion.

IN WITNESS WHEREOF the Executor(s) herein has/have signed and subscribed his/their hands on this Indemnity-cum-Undertaking on this \_\_\_\_ day of \_\_\_\_\_\_\_ 20 .

Name and address of the Applicant(s) Signature of the Applicant(s)

1.

2.

3.

Name and address of Witness Signature of the Witnesses

1.

2.

Place ;

Date :