

POLICY FOR PRESERVATION OF DOCUMENTS AND ARCHIVAL

Introduction

The Policy for preservation and archival of documents (hereinafter referred to as “Policy”) has been formulated in accordance with Regulation 9 and 30(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”).

The objective of this Policy is to categorise /provide the documents to be retained /maintained by Hero MotoCorp Ltd. (hereinafter referred to as “HMCL” or “the Company”) along with the retention time/period.

Applicability

This Policy is effective from December 1, 2015, and being as amended from time to time by the Company .

Definitions

1. “Documents” shall include all papers, notes, agreements, records, registers, books, files, tapes, CDs, DVDs etc. maintained either in physical or electronic form under the Companies Act, 2013 (“the Act”), Listing Regulations or any other law for the time being in force and applicable.

Any other term not defined herein shall have the same meaning as defined in the Act, Listing Regulations or any other applicable law, rules or regulations.

Preservation of Documents

All documents specified in Annexure A to this Policy shall be preserved permanently including modifications, additions, deletions, etc. as per the provisions of the Act, Listing Regulations, Rules, Guidelines, Circulars, Notifications etc. issued from time to time.

All documents specified in Annexure B to this Policy shall be preserved for a minimum period of 8 years after completion of the relevant transactions including modifications, additions, deletions, etc. as per the provisions of the Act, Listing Regulations, Rules, Guidelines, Circulars, Notifications etc. issued from time to time.

The documents which are not getting covered under either Annexure A or Annexure B shall be preserved as per the applicable provisions of the Act and / or Listing Regulations or other applicable laws.

These documents may be maintained by the Company in physical and / or electronic mode.

The Company has authorised its Registrar & Share Transfer Agent (hereinafter referred to as "RTA") to maintain strict control on stationery including blank certificates, dividend/interest/redemption warrants. The RTA shall conduct physical verification on a periodic basis as prescribed by SEBI from time to time and share the reconciliation report with the Company. The RTA shall frame a policy on behalf of the Company and share the same with the Company including any amendments thereof.

Archival of Documents

The Documents that are to be hosted on the website of the Company as per the Listing Regulations will be made available for a period of 5 years and thereafter, will be archived and maintained / preserved on the server for a period of 3 years. After expiry of this period, it will be permanently removed from the server.

Disposal and destruction of documents

The documents which are not required to be maintained and preserved permanently may be destroyed with the approval of either the Chief Financial Officer or the Company Secretary & the Compliance Officer or the relevant functional head.

However, the documents which cannot be destroyed without the approval of the Board of Directors of the Company as per the provisions of the Act or Listing Regulations, a prior approval shall be taken for disposal of such documents. Also, proper records of destruction shall be maintained for the documents so destroyed.

Disclosure

This Policy shall be published/hosted on the website of the Company, www.heromotocorp.com.

Review

This Policy shall be reviewed by the Board of Directors as and when required or at least once in three years and updated accordingly.

Limitation and Amendments

In the event of any conflict between the provisions of this Policy and the Companies Act, 2013 or Listing Regulations or any other statutory enactments or rules, the provisions of such Act or Listing Regulations or statutory enactments or rules shall prevail over this Policy.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, such amendment(s), clarification(s), circular(s) etc. shall prevail upon the relevant provisions of the Policy and this Policy shall stand amended accordingly from the effective date of such amendment(s), clarification(s), circular(s) etc.

Annexure A

Documents which are required to be preserved permanently

1. Registration Certificates, licenses and other statutory approvals
2. Memorandum and Articles of Association
3. Minutes of board meetings, committee meetings and general meetings
4. Registers as per the Act
5. Agreements with the Stock Exchanges, Depositories and other authorities
6. Investment documents of subsidiaries and associates
7. Orders issued by Courts/ statutory bodies
8. Documents pertaining to real estate, title documents
9. Any other document as may be specified in the Act or Listing Regulations or other applicable laws

Annexure B

Documents which are required to be preserved for a minimum period of 8 years

1. Books of accounts
2. Income tax returns and tax records
3. Agenda and other related papers shared with the Board of Directors
4. Disclosure of interests received from Directors and senior management
5. Annual returns
6. Correspondences with shareholders and / or statutory authorities
7. Other material contracts and / or agreements