

NOTICE

NOTICE is hereby given that the 27th ANNUAL GENERAL MEETING of the Members of HERO HONDA MOTORS LIMITED will be held on Monday, September 20, 2010 at 10:30 A.M., at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi 110003, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2010 and the Profit and Loss Account for the year ended on that date, together with the reports of the Directors and Auditors thereon.
2. To confirm the Interim Silver Jubilee Special Dividend of Rs. 80 per Equity Share on 19,96,87,500 Equity Shares of Rs. 2 each and to declare a Final Dividend of Rs. 30 per Equity Share on 19,96,87,500 Equity Shares of Rs. 2 each for the financial year 2009-10.
3. To appoint a Director in place of Mr. Analjit Singh, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Pritam Singh, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Sumihisa Fukuda, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. M. Damodaran, who retires by rotation and being eligible, offers himself for re-appointment.
7. To appoint M/s. A.F. Ferguson & Co., Chartered Accountants, New Delhi, the retiring auditors, as the Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS

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

8. APPOINTMENT OF MR. RAVI NATH AS DIRECTOR OF THE COMPANY

"RESOLVED THAT Mr. Ravi Nath, who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 260 of the Companies Act, 1956 ("the Act") w.e.f. October 14, 2009 and in respect of whom the Company has received a notice together with a deposit of Rs. 500 (Rupees five hundred) as required under Section 257 of the Act, be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of Directors by rotation."

9. APPOINTMENT OF DR. ANAND C. BURMAN AS DIRECTOR OF THE COMPANY

"RESOLVED THAT Dr. Anand C. Burman, who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 260 of the Companies Act, 1956 ("the Act") w.e.f. January 13, 2010 and in respect of whom the Company has received a notice together with a deposit of Rs. 500 (Rupees five hundred) as required under Section 257 of the Act, be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of Directors by rotation."

10. APPOINTMENT OF MR. SUMAN KANT MUNJAL AS DIRECTOR OF THE COMPANY

"RESOLVED THAT Mr. Suman Kant Munjal, who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 260 of the Companies Act, 1956 ("the Act") w.e.f. July 29, 2010 and in respect of whom the Company has received a notice together with a deposit of Rs. 500 (Rupees five hundred) as required under Section 257 of the Act, be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of Directors by rotation."

To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:

11. KEEPING OF REGISTER OF MEMBERS AND INDEX OF MEMBERS AT A PLACE OTHER THAN THE REGISTERED OFFICE

"RESOLVED THAT pursuant to the provisions of Section 163 of the Companies Act, 1956, the Register of Members and Index of Members of the Company and copies of certificates and documents required to be annexed thereto be kept at the Delhi office of M/s. Karvy Computershare Private Limited, the Registrar and Share Transfer Agents of the Company at 105-108 Arunachal Building, 19, Barakhamba Road, New Delhi-110001."

**By Order of the Board
for Hero Honda Motors Limited**



**ILAM C. KAMBOJ
Sr. G.M. Legal & Company Secretary**

**New Delhi
July 29, 2010**

Registered Office:
34, Community Centre,
Basant Lok, Vasant Vihar,
New Delhi-110 057

NOTES:

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, which sets out details relating to Special Business to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Pursuant to Section 154 of the Companies Act, 1956, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 1, 2010 to Friday, September 3, 2010 (both days inclusive).
4. Pursuant to Clause 49 of the Listing Agreement, the brief resume/profile of the Directors eligible for re-appointment vide Item Nos. 3 to 6 are attached hereto.
5. The final dividend as recommended by the Board of Directors, upon declaration by the members at the 27th Annual General Meeting, shall be paid to those members whose names appear on the Register of Members of the Company on Friday, September 3, 2010.

In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on closing hours of business on Tuesday, August 31, 2010 as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) "the Depositories" for this purpose.

6. Reserve Bank of India has, vide its Circular no. RBI/2009-10/109/DPSS (CO) EPPD No. 191/04.01.01/2009-10, dated July 29, 2009, instructed the banks to move to the National Electronic Clearing Services (N-ECS) platform with effect from October 1, 2009. In view of the aforesaid, the shareholders are requested to forthwith furnish to the Company or to the Share Transfer Agent, Karvy Computershare Pvt. Ltd., their new bank account number allotted to them, after the Bank has implemented the Core Banking System (CBS), along with the name of the Bank, the Branch where the shareholder is operating the bank account, the 9 digit MICR Bank / Branch Code and the Account type alongwith their folio number and a photocopy of a cheque pertaining to their bank account respectively, so that the future dividends can be credited to their bank account, vide the N-ECS platform. In case the shareholders are holding shares in demat form, they are requested to provide the abovementioned details to their Depository Participant (DP). In this regard, it may be noted that in case the shareholders have not provided the new account number, as allotted to them post implementation of CBS by the Bank, to the Company or to their DP, credit of future dividends to the shareholders' account number, as provided by them pursuant to the ECS facility, is liable to be rejected by the banking system.
7. The Company is obliged to print such bank details on the dividend warrant(s)/NECS advice as furnished by the Depositories to the Company and the Company is constrained not to entertain any request for deletion/change of bank details already printed on the dividend warrant(s)/NECS advice based on the information received from the concerned Depositories, without confirmation from them. In this regard, members are advised to contact their Depository Participant (DP) and furnish them the particulars of any change desired.
8. Pursuant to the provisions of Section 205A (5) of the Companies Act, 1956, the amount of dividend which remains unpaid/unclaimed for a period of 7 years is to be compulsorily transferred to the "Investor Education and Protection Fund (IEPF)", constituted by the Central Government. Consequent to such transfer, member(s) would not be able to claim any amount of dividend so transferred to IEPF in accordance with the aforesaid provision. Member(s) who have not yet encashed his/her/its dividend warrant(s) is/are requested, in his/her/its own interest, to immediately write to the Registrar & Share Transfer Agent of the Company i.e. M/s Karvy Computershare Private Limited for claiming their outstanding dividend declared by the Company for 2003-04 and onwards. The dividend for the aforesaid years shall be paid only on receipt of request and the satisfactory compliance of the requisite procedure, as prescribed by the Company in this regard.

The dividend paid for the year from 1995 to 2002-03 and remaining unpaid/ unclaimed in the accounts has already been transferred to IEPF.
9. Members must quote their Folio Number / De-mat Account No. and contact details such as email address, contact no. etc in all correspondence with the Company/ Registrar and Share Transfer Agent.
10. As per the Circular No. MRD/Dop/Cir-05/2009 dated May 20, 2009 issued by the Securities and Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer/ transmission of shares in physical form. Therefore, the transferee(s)/legal heirs(s) are required to furnish a copy of their PAN to the Registrar & Share Transfer Agent of the Company.
11. Pursuant to the provisions of Section 109A of the Companies Act, 1956, every member or joint holders 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 or joint holder(s) holding shares in demat form may contact their respective DP for availing this facility.
12. Members are requested to notify immediately any Change in Address and/or Signature in the prescribed form for their physical holdings to the Registrar & Share Transfer Agent of the Company i.e. M/s Karvy Computershare Private Limited and to the respective DP in case of shares held in electronic mode. Please note that request for Change in Address and/or Signature, if found incomplete in any respect shall be liable to be rejected.

NOTES:

13. Guidelines for attending the ensuing Annual General Meeting of the Company:

- a. Entry to the Auditorium will be strictly against entry coupon available at the counters at the venue and against the exchange of duly filled in and signed and valid attendance slip.
- b. Any briefcase / bag / eatables is not allowed inside the Auditorium.
- c. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to furnish a certified copy of Board Resolution authorizing such representative to attend and vote on their behalf at the Meeting.
- d. Members are requested to bring their copy of the Annual Report to the meeting.

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 8

Mr. Ravi Nath has been appointed as an Additional Director on the Board w.e.f. October 14, 2009. Mr. Nath, aged 65 years was born on December 16, 1944. Mr. Nath is an Advocate of the Supreme Court of India and Partner of one of India's oldest legal firms Rajinder Narain & Co. He has done his B.Com (Honours) and LLB from Delhi University, Post Graduation in International and Competitive Laws from King's College, London and PIL from Harvard. He has rich and specialized experience of nearly 40 illustrious years in the field of Finance, Aviation, Leasing and Cross Border issues. He has also been recognized several times by Euromoney and others as a leading Aviation Lawyer. He is listed in Who's Who and Legal 500. The Bar Association of India has conferred its highest honour to him in the year 2004.

He is presently, holding the membership of the Board / Committee(s) of the following Public Limited Companies:

Sl. No.	Name of the Company	Nature of Office
1	Hero Honda Motors Limited	Director
2	Kanoria Chemicals & Industries Ltd.	Director
3	Somany Ceramics Ltd.	Director
4	Voith Paper Fabrics India Ltd	Director
		Member - Audit Committee
		Chairman - Shareholders' Grievance Committee

Mr. Nath does not hold any shares (on his own or on behalf of any other person on beneficial basis) in the Company.

Mr. Nath may be deemed to be interested/ concerned in the Ordinary Resolution contained under Item No. 8 of the Notice. None of the other directors is deemed to be interested/concerned in the Ordinary Resolution under Item No. 8 of the Notice.

The Board of Directors of your Company recommends passing of the aforesaid Ordinary Resolution.

Item No. 9

Dr. Anand C. Burman has been appointed as an Additional Director on the Board w.e.f. January 13, 2010. Dr. Burman, aged 58 years was born on May 5, 1952.

Dr. Anand C. Burman is an eminent Industrialist with particular interests in the areas of Research and Development in the Pharmaceutical Sciences as well as Biotechnology and Technology issues. Dr. Burman's education was both multidisciplinary and international. His high school education was at St. Paul's School in Darjeeling, India and was followed by a B. Sc. in Chemistry from the University of Wisconsin and M. Sc. in Chemistry from the University of Kansas. His Doctorate was in the area of Pharmaceutical Chemistry from the University of Kansas in 1980.

Professionally he has held many assignments with Dabur Group. He is currently the Chairman of Dabur India Limited. He is a member in the Council of Governors at Birkbeck College, University of London.

He is presently, holding the membership of the Board / Committee(s) of the following Public Limited Companies:

Sl. No.	Name of the Company	Nature of Office
1	Althea Lifesciences Limited	Director
2	Aviva Life Insurance Co. India Limited	Director
3	Dabur India Limited	Chairman & Director
4	Dabur Overseas Limited	Director
5	Dabur Pharmaceuticals Limited	Director
6	H&B Stores Limited	Director
7	Hero Honda Motors Limited	Director
8	Hindustan Motors Limited	Director
9	Fresenius Kabi Oncology Limited	Director
		Member - Audit Committee
		Member - Shareholder's Grievance Committee

Dr. Burman does not hold any shares (on his own or on behalf of any other person on beneficial basis) in the Company.

Dr. Burman may be deemed to be interested/ concerned in the Ordinary Resolution contained under Item No. 9 of the Notice. None of the other directors is deemed to be interested/concerned in the Ordinary Resolution under Item No. 9 of the Notice.

The Board of Directors of your Company recommends passing of the aforesaid Ordinary Resolution.

Item No. 10

Mr. Suman Kant Munjal has been appointed as an Additional Director on the Board w.e.f. July 29, 2010. Mr. Munjal, aged 57 years was born on February 26, 1953. Mr. Munjal is the Managing Director of Rockman Industries Ltd.(RIL), supplier of Aluminum Die Casting, Machined and Painted assemblies. Mr. Munjal, a graduate in Commerce, possesses rich experience and expertise in business management and thus has been instrumental in elevating RIL to its current status. Under his able guidance, RIL achieved a record growth production of bicycle parts and became the largest manufacturer of the bicycle parts. Besides this, he is also involved in Ludhiana Sanskrit Sangam and actively participates in CII, ACMA & Rotary International.

He is presently, holding the membership of the Board / Committee(s) of the following Public Limited Companies:

Sl. No.	Name of the Company	Nature of Office
1	Hero Corporate Services Ltd.	Director
2	Munjal Acme Packaging Systems Ltd.	Director
3	Rockman Industries Ltd.	Managing Director Member - Audit Committee
4	Survam Infrastructure Ltd.	Director

Mr. Munjal holds 1,03,750 shares (on his own and as Karta of an HUF) in the Company.

Besides Mr. Suman Kant Munjal himself, Mr. Brijmohan Lall Munjal, Chairman, being his father, Mr. Pawan Munjal, Managing Director & CEO and Mr. Sunil Kant Munjal, Director being his brothers may be deemed to be concerned/ interested in the Ordinary Resolution contained under Item No. 10 of the Notice. None of the other Directors is

concerned/ interested in the Ordinary Resolution contained under Item No. 10 of the Notice.

The Board of Directors of your Company recommends passing of the aforesaid Ordinary Resolution.

Item No. 11

The members of the Company had, vide a Special Resolution passed at the 23rd Annual General Meeting held on September 14, 2006, accorded their approval for keeping the Register of Members, Index of Members and copies of certificates and documents required to be annexed thereto at the Registered Office of the Company at 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110 057, in place of the office of its erstwhile Registrar & Share Transfer Agent - M/s MCS Ltd. However, in view of operational efficiency, it has been decided by the Management of the Company that the Register of Members, Index of Members of the Company and copies of certificates and documents required to be annexed thereto be now kept at the Delhi office of its present Registrar & Share Transfer Agents - M/s Karvy Computershare Pvt. Ltd., situated at 105-108 Arunachal Building, 19, Barakhamba Road, New Delhi, India - 110 001. The Board of Directors of the Company has, subject to the approval of the members, passed the resolution in this regard at its meeting held on July 29, 2010.

A copy of the aforesaid Special Resolution will be sent in advance to the Registrar of Companies, NCT of Delhi & Haryana as required pursuant to Section 163 of the Companies Act, 1956.

None of the Director is deemed to be interested/ concerned in the Special Resolution contained under Item No. 11 of the Notice.

The Board of Directors recommends passing of the aforesaid Special Resolution.

**By Order of the Board
for Hero Honda Motors Limited**



**ILAM C. KAMBOJ
Sr. G.M. Legal & Company Secretary**

**New Delhi
July 29, 2010**

Registered Office:
34, Community Centre,
Basant Lok, Vasant Vihar,
New Delhi-110 057

BRIEF RESUME/PROFILE OF DIRECTORS

BEING APPOINTED / RE-APPOINTED; PURSUANT TO CLAUSE 49 IV(G) (I) OF THE LISTING AGREEMENT

Mr. Analjit Singh

Mr. Analjit Singh, aged 56 years, born on January 11, 1954, was appointed as an Additional Director on the Board of the Company on September 28, 2004. Mr. Analjit Singh is the Founder and Chairman of Max India Ltd. and the Chairman of Max New York Life Insurance Co. Ltd., Max Bupa Health Insurance Ltd. and Max Healthcare Institute Limited. He has been the driving force behind Max India Group's sustained growth and success. As one of India's leading business person he is a member of the Prime Minister's Joint Indo-US CEOs Forum, member of key industry organizations such as the Indo-Italian CEO Forum, Executive and National Council, CII, Overseas Indian Facilitation Centre (OIFC), Ministry of Overseas Indian Affairs; CII - Singapore CEO Group and council member, All India Management Association. In the academic front he is Executive Board member of the Board of Governors, Indian School of Business, Hyderabad. He is Chairman, Board of Governors, The Doon School, Dehradun and Member, Board of Management, Guru Gobind Singh Indraprastha University, Delhi. Mr Singh is also actively involved in social service.

Since his appointment as a Director, he has been regularly making valuable contributions in the meetings of Board of Directors held from time to time.

He is presently, holding the membership of the Board of the following Public Limited Companies:

Sl. No.	Name of the Company	Nature of Office
1	Dabur India Limited	Director
2	Hero Honda Motors Limited	Director
3	IDBI Bank Limited	Director
4	Indus Towers Limited	Chairman
5	Malsi Estates Limited	Chairman
6	Malsi Holdings Limited	Chairman
7	Malsi Hotels Limited	Director
8	Max Bupa Health Insurance Limited	Chairman
9	Max Healthcare Institute Limited	Chairman
10	Max India Limited	Chairman and Mg. Director
11	Max Neeman Medical International Limited	Chairman
12	Max New York Life Insurance Company Limited	Chairman
13	Vodafone Essar Limited	Director
14	Tata Global Beverages Limited	Director

Mr. Analjit Singh does not hold any shares (on his own or on behalf of any other person on beneficial basis) in the Company.

Dr. Pritam Singh

Dr. Pritam Singh, aged 69 years, born on June 14, 1941, was appointed as an Additional Director on the Board of the Company on September 28, 2004. He has done his Honours degree in Economics, a B.S. in Business Administration and an MBA from Boston. He also holds Masters in Commerce and Doctorate in Management. As Director of IIM LUCKNOW he was responsible for rapid growth of this business school which during his tenure was ranked no. 1. MDI GURGAON under his Directorship was transformed from a local B school to a National Level School and even ranked Second among the B Schools in the Country. Apart from the country's Distinguished Award-The Padmashree- he has been richly recognised for his contributions to the field of management education, with many awards notable among them being the TIE-California Award U.S.A., the 19th Global Thought Leader Award by the Moscow Institute of Business Administration (MIRBIS), Russia, the UP Ratna Award and the Vivekananda Life-Time Achievement Award, the Outstanding CEO Award (National H.R.D) and the Best Director of Indian Management Schools.

Since his appointment as a Director, he has been regularly making valuable contributions in the meetings of Board of Directors or Committee(s) thereof held from time to time.

He is presently, holding the membership of the Board / Committee(s) of the following Public Limited Companies:

Sl. No.	Name of the Company	Nature of Office
1	Hero Honda Motors Limited	Director Member - Audit Committee
2	Parsvnath Developers Limited	Director
3	Dish TV India Limited	Director Member - Audit Committee
4	Dena Bank Limited	Director
5	Godrej Properties Limited	Director

Dr. Pritam Singh does not hold any shares (on his own or on behalf of other person on beneficial basis) in the Company.

Mr.Sumihisa Fukuda

Mr. Sumihisa Fukuda was appointed as an Additional and Technical Director in the Whole-time employment of the Company by way of passing a Resolution by Circulation on June 1, 2008. Mr. Fukuda aged 54 years, was born on December 12, 1955 at Nagasaki, Japan. After completing a course in Mechanical Engineering, he joined Honda Motor Co., Ltd., Japan as an Engineer & has completed various assignments in Honda. Before joining Hero Honda, he was working as Manager - Asian Autoparts Co. Ltd. Thailand. He has rich experience of more than 32 years.

He is presently, holding the membership of the Board of the following Public Limited Companies:

Sl. No.	Name of the Company	Nature of Office
1	Hero Honda Motors Limited	Technical Director
2	Hero Honda Finlease Limited	Director

Mr. Fukuda does not hold any shares (on his own or on behalf of other person on beneficial basis) in the Company.

Mr.M.Damodaran

Mr. M. Damodaran was appointed as an Additional Director on the Board of the Company on June 16, 2008. Mr. Damodaran, aged 63 years, was born on May 4, 1947. Mr. Damodaran belongs to the Indian Administrative Service, Manipur-Tripura cadre and has held various coveted positions in Government/Public Sector and Regulatory Bodies.

In the past he held the position of Joint Secretary (Banking Division) in the Ministry of Finance and Chairman of the Unit Trust of India. He headed the IDBI bank before being appointed as the Chairman of the Securities and Exchange Board of India (SEBI), the country's financial market watchdog. He was also appointed as an Officer on Special Duty with the Reserve Bank of India dealing primarily with the restructuring of 3 identified weak public sector banks.

Since his appointment as a Director, he has been regularly making valuable contributions in the meetings of Board of Directors or Committee(s) thereof held from time to time.

He is presently, holding the membership of the Board / Committee(s) of the following Public Limited Companies:

Sl. No.	Name of the Company	Nature of Office
1	Hero Honda Motors Ltd.	Director Member - Audit Committee Member - Shareholders' Grievance Committee
2	SREI Sahej e-Village Ltd.	Chairman
3	ING Vysa Bank Ltd.	Director
4	Satyam Computer Services Ltd.	Director Member - Audit Committee
5	Tech Mahindra Ltd.	Director Chairman - Audit Committee
6	Sobha Developers Ltd.	Director
7	Dedicated Freight Corridor Corporation of India Ltd.	Director

Mr. Damodaran does not hold any shares (on his own or on behalf of any other person on beneficial basis) in the Company.

Mr.Ravi Nath

The brief profile of Mr. Ravi Nath has been provided in the Explanatory Statement to the Ordinary Resolution No. 8 of this Notice.

Dr.Anand C.Burman

The brief profile of Dr. Anand C. Burman has been provided in the Explanatory Statement to the Ordinary Resolution No. 9 of this Notice.

Mr.Suman Kant Munjal

The brief profile of Mr. Suman Kant Munjal has been provided in the Explanatory Statement to the Ordinary Resolution No. 10 of this Notice.

ATTENDANCE SLIP

HERO HONDA MOTORS LIMITED

Regd. Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi 110 057

Please complete this attendance slip and hand it over at the AGM Venue.

L.F.No. _____	No. of shares held _____	
DP.Id.* <input type="text"/>	Client Id.* <input type="text"/>	
	Name(s) in full	Father's/Husband's Name
1.	_____	_____
2.	_____	_____
3.	_____	_____
	Address as Regd. with the Company	

I/We hereby record my/our presence at the 27th Annual General Meeting of the Company held on Monday, September 20, 2010 at 10:30 A.M., at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi 110 003.

Signature of the shareholder(s)/proxy**

1. _____ 2. _____ 3. _____

* Applicable for investors holding shares in electronic form. ** Strike out whichever is not applicable.
Note: Attendance slip in original should be complete in all respects.

**No gift of any nature will be distributed at the Annual General Meeting.
The members seeking gifts may excuse us.**

PROXY FORM

HERO HONDA MOTORS LIMITED

Regd. Office: 34, Community Centre, Basant Lok, Vasant Vihar, New Delhi 110 057

L.F.No. _____	No. of shares held _____	
DP.Id.* <input type="text"/>	Client Id.* <input type="text"/>	
I/We;	Name(s) in full	Father's/Husband's Name
1.	_____	_____
2.	_____	_____
3.	_____	_____
	Address as Regd. with the Company	

being a member/members of Hero Honda Motors Limited hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to vote for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Monday, September 20, 2010 at 10:30 A.M., at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi 110 003.

Signature of the shareholder

Signature of Proxy(s)

1. _____ 2. _____ 3. _____ 1. _____

Date:

DD	MM	YY
<input type="text"/>	<input type="text"/>	<input type="text"/>

Affix
15 Paise
Revenue
Stamp

2. _____

*Applicable for investors holding shares in electronic form.

Note: The proxy must be returned so as to reach the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.

