

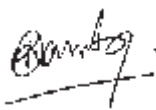
NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of Hero MotoCorp Ltd. will be held on Monday, September 10, 2012 at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi – 110 010 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2012 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare a Dividend of ₹ 45 per Equity Share on 19,96,87,500 Equity Shares of ₹ 2 each for the financial year 2011-12.
3. To appoint a Director in place of Mr. Ravi Nath, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Anand C. Burman, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Suman Kant Munjal, who retires by rotation and being eligible, offers himself for re-appointment.
6. To resolve not to fill the vacancy, for the time being, caused by the retirement of Mr. Analjit Singh, who retires by rotation and does not seek re-appointment.
7. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 015125N) as the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration in place of M/s. A. F. Ferguson & Co., (Firm Registration No. 112066W) who have submitted their resignation vide letter dated April 26, 2012 as the Statutory Auditors of the Company.

By Order of the Board
for Hero MotoCorp Ltd.



ILAM C. KAMBOJ

Sr. G.M. Legal & Company Secretary

New Delhi
June 4, 2012

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

NOTES:

1. **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 MEETING.**
2. 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 **Thursday, August 9, 2012 to Friday, August 17, 2012** (both days inclusive).
3. The dividend as recommended by the Board of Directors, upon declaration by the members at the 29th Annual General Meeting, shall be paid to those members whose names appear on the Register of Members of the Company on **Friday, August 17, 2012**.

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 **Wednesday, August 8, 2012** as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), "the Depositories" for this purpose.
4. Pursuant to Clause 49 of the Listing Agreement, the brief resume/details of the Directors eligible for re-appointment vide Item Nos. 3 to 5 are attached hereto.
5. RBI has, vide its Circular nos. RBI/2008-2009/509/DPSS (CO) EPDD No. 2283/04.01.04/2008-2009 dated June 25, 2009 and RBI/2009-10/109/DPSS (CO) EPDD No. 191/04.01.01/2009-2010 dated July 29, 2009 respectively, introduced National Electronic Clearing System (NECS) which aims at increasing efficiency and simplification of the ECS process. Members holding shares in physical form for availing the NECS facility should furnish a request in this regard to the Company in the **NECS form** available at the website of the Company i.e. www.heromotocorp.com or annexed as Annexure A.
6. The Company is obliged to print such bank details on the dividend warrants as furnished by the Depositories and the Company cannot entertain any request for deletion/change of bank details already printed on the dividend warrant(s) based on the information received from the concerned Depositories, without confirmation from them.

In this regard, members are advised to contact their Depository Participants (“DP”) and furnish them the particulars of any change desired if not already provided.

7. 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 (seven) 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 the IEPF. 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 Pvt. Ltd. (“**the Registrar**”) for claiming their outstanding dividend, declared by the Company during the years 2005-06 and onwards. The dividend for the aforesaid years shall be paid only on receipt of a valid request in this regard and the satisfactory compliance of the requisite procedure, as prescribed by the Company / its Registrar.

The dividend paid for the Financial Year 2004-05 and remaining unpaid/unclaimed in account is being transferred to IEPF.

8. Member(s) must quote their Folio Number / DP ID & Client ID and contact details such as email address, contact no. etc in all correspondences with the Company/ its Registrar.
9. As per the Circular No. MRD/Dop/Cir-05/2009 dated May 20, 2009 issued by 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 Company/ its Registrar.
10. Pursuant to the provisions of Section 109A of the Companies Act, 1956, the member(s) 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. A **nomination form** for this purpose is available on the website of the Company. Member(s) holding shares in demat form may contact their respective DP for availing this facility.
11. Member(s) holding shares in physical form is requested to notify immediately any Change of Address in the **COA Application Form** available on the website of the Company. Please note that request for Change of Address if found incomplete in any respect shall be rejected. In case of share held in electronic mode, the request for Change of

Address should be made to the respective DP with whom the member(s) is holding his Demat Account.

12. Keeping in view of the Circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, issued by the Ministry of Corporate Affairs (“MCA”) under “Green Initiative” wherein Companies have been allowed and encouraged for paperless compliances and service of documents through electronic mode and in pursuance to Section 53 of the Companies Act, 1956, Accordingly the Company shall be required to update its database by incorporating/ updating the designated e-mail ID in its records.

The Member(s) holding the shares in Physical form is/are requested to kindly submit his/her/their e-mail ID vide the **Physical holdings- e-mail updation form** available at the website of the Company or annexed as Annexure A. The same could be done by filling up and signing at the appropriate place in the said form and:

- i) sending the said form by post; or
- ii) by sending a scanned copy through e-mail at emailupdation@heromotocorp.com

The e-mail ID provided shall be updated subject to successful verification of the signatures as per the specimen recorded with the Company.

For those members holding the shares in demat form is/are requested to kindly contact their respective DP for updation of his/her/their e-mail ID. For the convenience a **Demat holding - e-mail updation form** is available at the website of the Company.

13. Guidelines for attending the ensuing Annual General Meeting of the Company:
- a. Entry to the Auditorium / Hall will be strictly against entry coupon available at the counters at the venue and against the exchange of duly filled in, signed and valid attendance slip.
 - b. Any briefcase / bags / eatables are not allowed inside the Auditorium.
 - c. Corporate Member(s) intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of Board Resolution authorising such representative to attend and vote on their behalf at the Meeting.
 - d. Member(s) are requested to bring their copy / notes of the Annual Report to the meeting.

BRIEF RESUME/DETAILS OF DIRECTORS

Being re-appointed pursuant to Clause 49 IV(G)(i) of the Listing Agreement:

1. Mr. Ravi Nath

Mr. Ravi Nath has been appointed as an Additional Director on the Board on October 14, 2009. Mr. Nath, aged 67 years was born on December 16, 1944. He is an Advocate of repute at the Supreme Court of India and Partner at Rajinder Narain & Co. one of India's oldest legal firms. He has done his B.Com (Honors), LLB, International and Comparative Laws, (King's College, London) and PIL (Harvard) and was apprenticed at Sinclair Roche, and Temperley London. He has rich experience in

Corporate and Commercial laws, Asset Finance, Aviation Law and Cross Border issues for nearly 40 years, has been recognised several times by Euromoney and several others as a leading lawyer in India and is listed in Who's Who and Legal 500. The Bar Association of India has conferred its highest honour on him. Presently he holds the membership of the Board / Committee(s) of the following Companies:

Sl. No	Name of the Company	Nature of Interest
1	Citron Holdings Pvt. Ltd.	Director
2	Kadimi Construction Pvt. Ltd.	Director
3	Kanoria Chemicals & Industries Ltd.	Director Member – Remuneration Committee
4	Hero MotoCorp Ltd.	Director Member- Remuneration Committee
5	Rajinder Narain & Co. Consultants Pvt. Ltd.	Director
6	Somany Ceramics Ltd.	Director
7	Voith Paper Fabrics India Ltd.	Director Member - Audit & Remuneration Chairman - Investors' Grievance Committee

2. Dr. Anand C. Burman

Dr. Anand C. Burman has been appointed as an Additional Director on the Board on January 13, 2010. Dr. Burman, aged 58 years was born on May 05, 1952. Dr. Burman, Chairman, Dabur India Ltd. is an eminent Industrialist with particular interests in the areas of Research and Development in the Pharmaceutical Sciences and Biotechnology. He is technology savvy and keen follower of the latest developments in technology arena. Dr. Burman holds a bachelor's degree in Chemistry from the University of Wisconsin; a M.Sc. in Chemistry and Doctorate in the area of Pharmaceutical Chemistry from the University of

Kansas. Professionally he has held many assignments with Dabur Group since 1980, starting with the R&D Division of the Company. He is currently the Chairman of Dabur India Limited and serves as Director on the Board of Dabur Research Foundation; H & B Stores Ltd; Dabur (UK) Limited, UK; Dabur International Limited, UAE; Hobi Kozmetik, Turkey; Dermoviva Skin Essentials Inc., USA; amongst others.

In addition, he is a member of the Advisory Board of the Institute for Advancing Medical Innovation under the University of Kansas, USA.

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

Sl. No	Name of the Company	Nature of Interest
1	Althea Lifesciences Ltd.	Director
2	Asia Pacific Healthcare Advisors Pvt. Ltd.	Director
3	Aviva Life Insurance Co. India Ltd.	Director
4	ARA Healthcare Pvt. Ltd.	Director
5	IMB Infrastructures Pvt. Ltd.	Director
6	A.V.B. Finance Pvt. Ltd.	Director
7	B.A. Holdings Pvt. Ltd.	Director

Sl. No	Name of the Company	Nature of Interest
8	Dabur India Ltd.	Chairman & Director Member - Remuneration cum Compensation Committee
9	Dabur Pharmaceuticals Ltd.	Director
10	Dabur Securities Pvt. Ltd.	Director
11	Diwan Chand Medical Services Pvt. Ltd.	Director
12	Diwan Chand Radnet Services Pvt. Ltd.	Director
13	Diwan Chand Integral Health Services Pvt. Ltd.	Director
14	Ester Industries Ltd.	Director
15	Excellent (India) Pvt. Ltd.	Director
16	H&B Stores Ltd.	Director
17	Hero MotoCorp Ltd.	Director
18	Hindustan Motors Ltd.	Director
19	KBC India Pvt. Ltd.	Director
20	M.B. Finmart Pvt. Ltd.	Director
21	Milky Investment and Trading Co.	Director
22	Moon Light Ranch Pvt. Ltd.	Director
23	Puran Associates Pvt. Ltd.	Director
24	Shree Investments Pvt. Ltd.	Director
25	Vansh Holdings Pvt. Ltd.	Director
26	VIC Enterprises Pvt. Ltd.	Director
27	Windy Investments Pvt. Ltd.	Director
28	Windy Finvest Pvt. Ltd.	Director

3. Mr. Suman Kant Munjal

Mr. Suman Kant Munjal has been appointed as an Additional Director on the Board on July 29, 2010. Mr. Munjal, aged 59 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 Companies:

Sl. No	Name of the Company	Nature of Interest
1	Bahadur Chand Investments Pvt. Ltd.	Director
2	BCM Energies Pvt. Ltd.	Director
3	Hero MotoCorp Ltd.	Director
4	Hero Corporate Services Ltd.	Director
5	Hero InvestCorp Ltd.	Director
6	Hero Investment Pvt. Ltd.	Director
7	Hero Steels Ltd.	Director
8	Munjal Acme Packaging System Ltd	Director
9	Rockman Auto Pvt. Ltd.	Director
10	Rockman Industries Ltd.	Director Member – Audit Committee
11	Survam Infrastructure Ltd.	Director
12	Survam Investments Pvt. Ltd.	Director
13	Survam Real Estate Pvt. Ltd.	Director
14	Thakurdevi Hydro Pvt. Ltd.	Director

ANNXURE A

Registration Form for (i) E-Communication and (ii) NECS/ECS Facility

Dear Sir(s),

With reference to the earlier correspondence of the Company, I/we would like to contribute towards a Greener Environment and accordingly, I/We register my/our E-Mail address; as given in the box below with you, to enable the Company to send all documents/notices, including Annual Report and other related correspondence in electronic mode.

(i) E-Communication

Folio No.	
Name of 1 st holder	
Name of 2 nd holder	
Name of 3 rd holder	
E-mail Address	

Note: Please write your email address in capital letters only and inform the Company as and when there is any change in your E-Mail address.

(ii) Registration of NECS/ECS

Bank Name										
Branch Address										
Branch Code										
	<i>(9 Digits MICR Number appearing on the Cheque Book)</i>									
Please attach a cancelled leaf or a Xerox copy of a blank cheque of your bank account duly cancelled for ensuring accuracy of the bank's name, branch name and code number. This is mandatory to update your NECS details.										
Bank Account Type	Savings	<input type="checkbox"/>	Current	<input type="checkbox"/>	Cash Credit	<input type="checkbox"/>				
Account Number										
	<i>(as appearing in the Cheque Book)</i>									

I/we hereby declare that the particulars given herein are true, correct and complete. I/we hereby undertake to promptly inform the Company of any change in the information provided hereinabove.

Thanking you,

(Specimen as registered
with the Company)

Sole/ First holder

Second holder

Third holder

Date :

Place:

Note: In case already submitted, please ignore this form.



Hero
Hero MotoCorp Ltd.

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

ATTENDANCE SLIP

L.F. No. _____ No. of shares held _____

DP. ID*		Client ID*	
Name(s) in full		Address as Regd. with the Company	
Father's/Husband's Name			
1. _____	_____	_____	_____
2. _____	_____	_____	_____
3. _____	_____	_____	_____

I/We hereby record my/our presence at the 29th Annual General Meeting of the Company being held on **Monday, September 10, 2012** at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi – 110 010.

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.




Hero
Hero MotoCorp Ltd.

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

PROXY FORM

L.F. No. _____ No. of shares held _____

DP. ID*		Client ID*	
Name(s) in full		Address as Regd. with the Company	
Father's/Husband's Name			
1. _____	_____	_____	_____
2. _____	_____	_____	_____
3. _____	_____	_____	_____

being a member/members of Hero MotoCorp Ltd. hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to vote for me/us and on my/our behalf at the 29th Annual General Meeting of the Company being held on **Monday, September 10, 2012** at 10:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi – 110 010.

Signature of the shareholder

1. _____ 2. _____ 3. _____

Signature of Proxy(s)

1. _____ 2. _____

Date: ____/____/2012

Affix a
Revenue
Stamp

*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.

