



## Hero MotoCorp Limited

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

CIN: L35911DL1984PLC017354, Phone: 011- 4604 4100, Fax: 011-2614 3321

Email: secretarialho@heromotocorp.com, Website: www.heromotocorp.com

## NOTICE

NOTICE is hereby given that the **35<sup>th</sup> Annual General Meeting ('AGM')** of the Members of **Hero MotoCorp Limited** will be held on **Tuesday, July 24, 2018 at 10:30 a.m.** at **Air Force Auditorium, Subroto Park, New Delhi-110 010** to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 together with the reports of the Directors' and Auditors' thereon and the consolidated audited financial statements of the Company for the financial year ended March 31, 2018.
2. To confirm payment of Interim dividend of ₹ 55/- per equity share and to declare a final dividend of ₹ 40/- per equity share for the financial year 2017-18.
3. To appoint a Director in place of Mr. Suman Kant Munjal (DIN: 00002803) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. Ratification of remuneration of Cost Auditors for financial year 2018-19.

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013

### NOTES:

1. At the 34<sup>th</sup> AGM, M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) were appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of 39<sup>th</sup> AGM of the Company.

The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 1833(E) dated May 7, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the AGM Notice.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to special business to be transacted at the AGM is annexed hereto.

read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to M/s Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 000019), appointed by the Board of Directors as Cost Auditors of the Company to conduct audit of the cost records of the Company for the financial year 2018-19, amounting to ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit be and is hereby confirmed, ratified and approved."

By Order of the Board  
For Hero MotoCorp Ltd.

(Neerja Sharma)

Company Secretary

Membership No. A9630

New Delhi  
May 8, 2018

### Registered Office:

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

CIN: L35911DL1984PLC017354

Phone: 011- 46044100

Fax: 011-26143321

Email: [secretarialho@heromotocorp.com](mailto:secretarialho@heromotocorp.com)

Website: [www.heromotocorp.com](http://www.heromotocorp.com)

3. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2 in respect of the Director seeking reappointment at the 35<sup>th</sup> AGM are annexed hereto as **Annexure A** to the Notice which forms part of the Explanatory Statement. The Company has received relevant disclosure/ consent from the Director seeking re-appointment.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANY OTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**



As per Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/ authority, as applicable.

The Attendance Slip and a Proxy Form with clear instructions for filling, stamping, signing and/or depositing the Proxy Form are enclosed.

5. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company/Karvy Computershare Private Limited, Company's Registrar and Share Transfer Agent ('Registrar'), in advance, a duly certified copy of the relevant Board Resolution/Letter of Authority/Power of Attorney, together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
6. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Friday, July 13, 2018 to Tuesday, July 24, 2018 (both days inclusive) for the purpose of 35<sup>th</sup> AGM of the Company and for determining the entitlement of the shareholders for final dividend for the financial year 2017-18, as may be approved by the Members at the meeting.
7. Final Dividend for the financial year 2017-18, as recommended by the Board, if approved, at the AGM will be paid to the Members within 30 days from the date of approval to those Members/beneficial owners whose names appear in the Register of Members/depository records as at close of business hours on Thursday, July 12, 2018.
8. Route map and details of prominent land mark of the venue of meeting is annexed with this Notice.
9. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants with whom they maintain their demat accounts will be used by the Company for payment of dividend. The Company or Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars or bank mandates. Members holding shares in demat form are, therefore, requested to

intimate any change in their addresses and/or bank mandate immediately to their Depository Participants.

Members holding shares in physical form who are desirous of either registering or changing their bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrar immediately.

10. Members are requested to note that under Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ('IEPF') constituted by the Central Government of India. Further, all shares in respect of which dividends remain unclaimed/unpaid for seven consecutive years or more, are also required to be transferred to the designated Demat Account of the IEPF Authority.

The Company during the financial year 2017-18 had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to the financial year 2009-10 along with relevant shares to the IEPF within the stipulated time period.

The Company has uploaded the information in respect of unpaid and unclaimed dividends for financial year 2009-10 onwards and details of shares transferred to IEPF on the website of the IEPF Authority viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under 'Investors' section on the website of the Company, [www.heromotocorp.com](http://www.heromotocorp.com).

Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2011 are requested to claim the same. The concerned members are requested to verify the details of their unclaimed amounts, if any, from the website of the Company and IEPF and write to the Company's Registrar before the same becoming due for transfer to the IEPF.

11. Members may utilise the facility extended by the Registrar for redressal of their queries by clicking on 'Investors' section at <http://karisma.karvy.com>. Members may also write at [einward.ris@karvy.com](mailto:einward.ris@karvy.com), clearly mentioning their folio number.
12. In respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar of any change in their addresses, telephone numbers, e-mail ids, nominees or joint holders, as the case may be.
13. The Securities and Exchange Board of India ('SEBI') has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in



electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.

14. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email addresses either with the Company/Registrar or with the Depository Participant(s). Members who have not registered their email addresses with the Company can now register the same by submitting a duly filled-in request form with the Registrar. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.
15. Notice of the AGM, Annual Report 2017-18 and Attendance Slip are being sent in electronic mode to Members whose email addresses are registered with the Company/Registrar or the Depository Participants, unless the Members have registered their requests for the hard copy. Physical copy of the Notice, Annual Report and Attendance Slip are being sent to those Members who have not registered their email addresses with the Company or Depository Participants. Members who have received the Notice, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled-in Attendance Slip at the Registration Counter at the AGM.
16. Members of the Company who have registered their email addresses are also entitled to receive such communication in physical form upon making a request for the same, by any permissible mode, free of cost. For any communication, the members may also send requests to the Company's investor email id: [secretarialho@heromotocorp.com](mailto:secretarialho@heromotocorp.com).
17. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participants for the shares held in dematerialized form and with the registrar and share transfer agent in respect of shares held in physical form.
18. Members may also note that the Notice of the 35<sup>th</sup> AGM and Annual Report 2017-18 are available on the Company's website, [www.heromotocorp.com](http://www.heromotocorp.com).
19. The Annual Report along with Notice of AGM is being sent to the members, whose names appear in the Register of Members/depositories as at close of business hours on Friday, May 25, 2018.
20. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the members 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 holding shares in demat form may contact their respective Depository Participants for availing this facility.
21. **Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for better management of the securities. Members can write to the Registrar in this regard.**
22. **Inspection**

The documents referred to in the Notice, Explanatory Statement and Annual Report 2017-18 will be available for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) from 11:00 a.m. to 1:00 p.m. up to the date of AGM.

A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the said meeting, provided he has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.
23. **Guidelines for attending the ensuing AGM:**
  - 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 or such other articles, as may be ordered by the authorities of the venue are not allowed inside the Auditorium/Hall; and
  - c) Members are requested to bring their copy of the Annual Report to the meeting.
24. **Cut-off Date**

The Company has fixed **July 17, 2018** as the **Cut-off Date** for remote e-voting. The remote e-voting /voting rights of the shareholders/beneficial owners shall be reckoned on the

equity shares held by them as at close of business hours on the Cut-off Date i.e. **July 17, 2018** only. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

## 25. Remote e-voting

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM) through Karvy Computershare Private Limited ('Karvy'), for all Members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of 35<sup>th</sup> AGM of the Company.

The remote e-voting period begins on **July 21, 2018 at 09:00 a.m. (IST)** and ends on **July 23, 2018 at 05:00 p.m. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on the Cut-off Date i.e. **July 17, 2018**, may cast their votes electronically. The remote e-voting module shall be disabled by Karvy for voting after 05:00 p.m. (IST) on **July 23, 2018**.

The facility for voting, either through electronic voting system or through poll, shall also be made available at the venue of 35<sup>th</sup> AGM. The Members attending the AGM, who have not cast their votes through remote e-voting, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

The Members desirous of voting through remote e-voting are requested to refer to the detailed procedure given hereinafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

Instructions and other information related to remote e-voting are as under:

### A. For members who receive Notice of AGM through email, i.e. for Members whose email IDs are registered with the Company/ Depository Participant(s):

(i) Launch an internet browser by typing the URL: <https://evoting.karvy.com>.

(ii) Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

(iii) After entering these details appropriately, click on "LOGIN".

(iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(v) You need to login again with the new credentials.

(vi) In case you are already registered with Karvy for remote e-voting, then you can use your existing User ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com> or contact Karvy at toll free no. 1-800-3454-001 or email at [evoting@karvy.com](mailto:evoting@karvy.com). In case of any other queries/grievances connected with e-voting, you may also contact Mr. Ramesh Desai at telephone no. 040-67161528.

(vii) On successful login, the system will prompt you to select the E-voting Event Number for Hero MotoCorp Ltd.

(viii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. You may also choose to "ABSTAIN" by not entering any number in "FOR/AGAINST" and the shares held will not be counted under either head.



- (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (x) Voting has to be done for each item of the AGM Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (xi) You may then cast your vote by selecting the appropriate option and clicking on "SUBMIT".
- (xii) A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xiii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in). They may also upload the same in the remote e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO".

**B. In case a Member receives physical copy of the AGM Notice by Post/Courier [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:**

- (i) User ID and initial password as provided in attendance sheet.
  - (ii) Please follow all steps from Sr. No.(i) to (xiii) as mentioned in (A) above, to cast your vote.
26. In case any person becomes a Member of the Company after despatch of the AGM Notice and holds shares as on the Cut-off Date for e-voting i.e., July 17, 2018, he/she may obtain the User ID and password in the manner as mentioned below:
- (i) If the mobile number of the Member is registered against shares held in demat form, the Member may send SMS: MYEPWD<space> DP ID Client ID to 9212993399.  
Example for NSDL:  
MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

- (ii) If the mobile number of the Member is registered against shares held in physical form, the Member may send SMS: MYEPWD<SPACE> Event no. Folio no. to 9212993399.  
Example for Physical:  
MYEPWD <SPACE> XXXXHML0123456
  - (iii) If e-mail address of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - (iv) For Member, whose mobile number and email address is not registered, may call Karvy's toll free number 1-800-3454-001 or may send an e-mail request at [evoting@karvy.com](mailto:evoting@karvy.com) or to the Company at [secretarialho@heromotocorp.com](mailto:secretarialho@heromotocorp.com).
27. The Company has designated Mr. Dhiraj Kapoor, Deputy General Manager to address the grievances connected with the voting by electronic means. The Members can reach Company official at +91-11-46044100 or [secretarialho@heromotocorp.com](mailto:secretarialho@heromotocorp.com). Members are also advised to visit Help & FAQ section available at Karvy's website <https://evoting.karvy.com> for clarity on the e-voting process.
28. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date, being July 17, 2018.
29. The Board of Directors has appointed Mr. Sanjay Grover, Managing Partner, M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi, as Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system or through poll at the AGM in a fair and transparent manner.
30. The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall within 2 days of conclusion of the AGM, submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised who shall countersign the same and declare the results of voting forthwith.

31. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions. The results will be declared by posting the same on the website of the Company ([www.heromotocorp.com](http://www.heromotocorp.com)), website of Karvy (<https://evoting.karvy.com>) and by filing with the Stock Exchanges. It shall also be displayed on the Notice Board at the Registered Office of the Company.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**Item No. 4.**

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, ratification of remuneration payable to the Cost Auditors is required by the Members of the Company.

Based on the recommendation of Audit Committee, the Board at its meeting held on May 2, 2018 has approved appointment of M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 000019) as Cost Auditors for the financial year 2018-19 at a remuneration of ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

The Board recommends ratification of remuneration of Cost Auditors by passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives is/are in anyway concerned or interested in passing of the above resolution.

By Order of the Board  
**For Hero MotoCorp Ltd.**



**(Neerja Sharma)**  
**Company Secretary**  
Membership No. A9630

New Delhi  
May 8, 2018

**Registered Office:**

34, Community Centre, Basant Lok,  
Vasant Vihar, New Delhi - 110 057  
CIN: L35911DL1984PLC017354  
Phone: 011-46044100  
Fax: 011-26143321  
Email: [secretarialho@heromotocorp.com](mailto:secretarialho@heromotocorp.com)  
Website: [www.heromotocorp.com](http://www.heromotocorp.com)



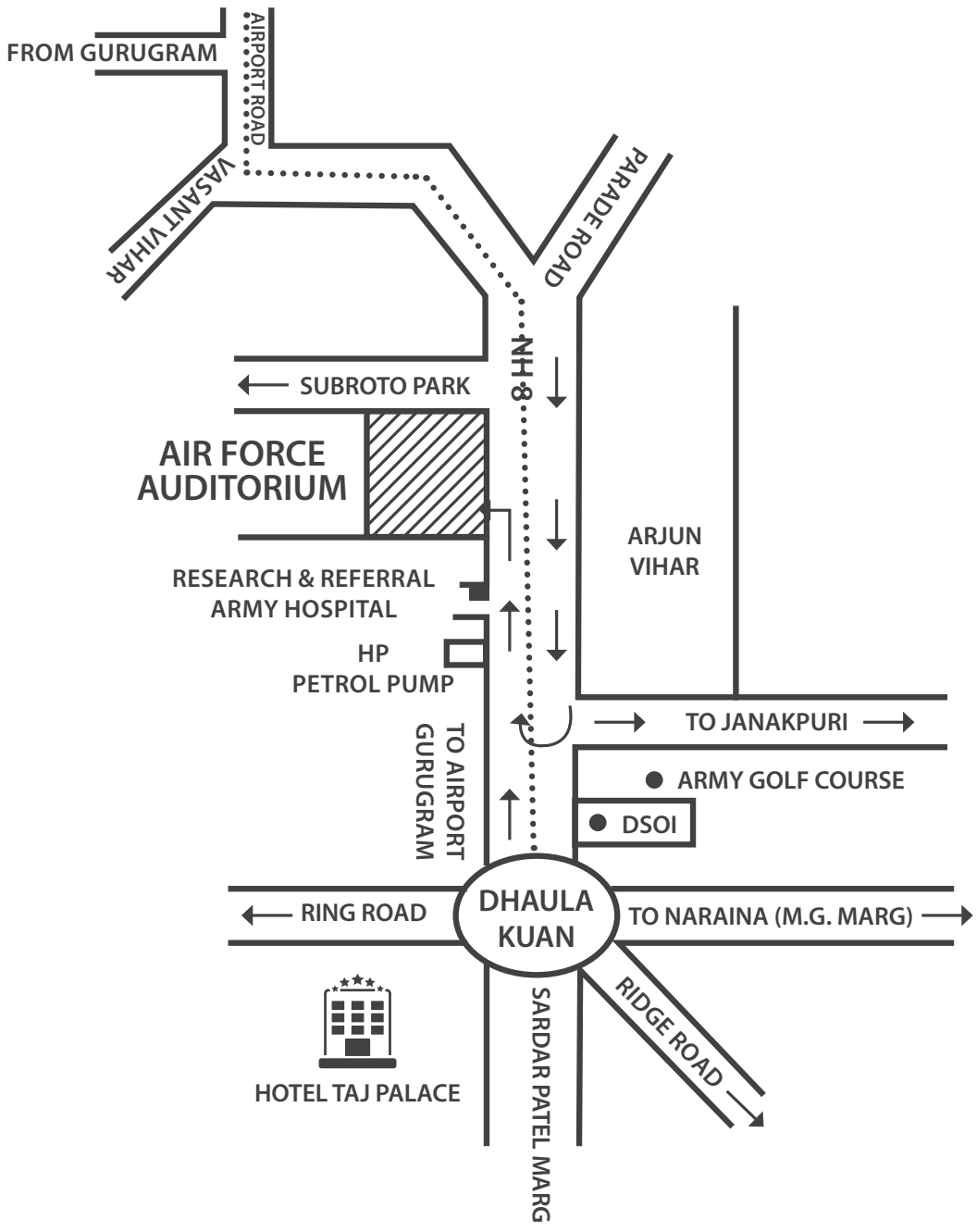
**Annexure A**

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2, in respect of the Directors seeking appointment/reappointment.

<b>Name of Director</b>	Mr. Suman Kant Munjal
<b>DIN</b>	00002803
<b>Brief Resume</b>	Mr. Suman Kant Munjal was appointed as an Additional Director on the Board effective July 29, 2010. He is the Managing Director of Rockman Industries Ltd., one of the leading suppliers of aluminum die casting, machined and painted assemblies to Hero MotoCorp Limited. A graduate in Commerce, he possesses rich experience and expertise in Business Management. Over the years, he has been instrumental in elevating Rockman Industries Ltd. to its current status.
<b>Date of Birth (Age in years)</b>	February 26, 1953 (65)
<b>Qualification</b>	Graduate in Commerce
<b>Experience and expertise in specific functional area</b>	Business Management
<b>Terms and conditions of re-appointment</b>	At the 33 <sup>rd</sup> AGM held on September 23, 2016, he was appointed as Non-Executive Director, liable to retire by rotation. Being eligible, he has now offered himself for re-appointment.
<b>Details of remuneration and remuneration last drawn</b>	Details mentioned in the Corporate Governance Report
<b>Date on which first appointed on the Board</b>	July 29, 2010
<b>Details of shareholding in the Company</b>	Holding 93,91,101* equity shares of ₹ 2/- each aggregating to 4.70%
<b>Relationship with other Directors/Key Managerial Personnel (if any)</b>	Brother of Mr. Pawan Munjal, Chairman, Managing Director & CEO
<b>Number of Board Meetings attended during the year</b>	Details mentioned in the Corporate Governance Report
<b>Details of Directorships/Committee Chairmanship and Memberships in other Companies</b>	As detailed herein below

Type of Company	Directorships held	Committee Membership	Committee Chairmanship
Unlisted Public Company	Rockman Industries Limited	Audit	CSR
	Hero Steels Limited	-	-
Private Limited Company	Rockman Auto Private Limited	-	-
	Bahadur Chand Investments Private Limited	-	CSR
	Rockman Industries Chennai Private Limited	-	-
	Hero InvestCorp Private Limited	-	CSR
	Munjal Acme Packaging Systems Private Limited	-	-
	Hero Corporate Services Private Limited	-	-
	Hero Electronix Private Limited	-	-
	Mybox Technologies Private Limited	CSR	-
	Moldex Composites Private Limited	CSR	-
			Nomination & Remuneration
	Tessolve Semiconductors Private Limited	-	CSR
	Survam Private Limited	-	-
Section 8	BML EduCorp Services	-	-

\* Comprise of 71,250 equity shares held in his own name, 10,833 equity shares as Karta of HUF and 93,09,018 equity shares held on behalf of Brijmohan Lal Om Parkash, partnership firm.







## Hero MotoCorp Limited

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

**CIN:** L35911DL1984PLC017354, **Phone:** 011- 4604 4100, **Fax:** 011-2614 3321

**Email:** secretarialho@heromotocorp.com, **Website:** www.heromotocorp.com

### 35<sup>th</sup> Annual General Meeting

#### ATTENDANCE SLIP

1. Name
2. Registered Address of the sole/first named shareholder

3. Name(s) of the Joint Shareholder(s), if any

1.

2.

4. Registered Folio No./DP ID & Client ID

5. No. of Shares held

I/we being the registered Shareholder/ proxy for the registered Shareholder of the Company, hereby record my/our presence at the **35<sup>th</sup> Annual General Meeting** of the Company held on **Tuesday, July 24, 2018** at **10:30 a.m.** at **Air Force Auditorium, Subroto Park, New Delhi - 110 010** and at any adjournment(s) thereof.

Signatures as per specimen registered with the Company or Registrar

\_\_\_\_\_  
1<sup>st</sup> Holder

\_\_\_\_\_  
2<sup>nd</sup> Holder

\_\_\_\_\_  
3<sup>rd</sup> Holder

\_\_\_\_\_  
Proxy

#### E-voting

Users who wish to opt for e-voting may use the following login credentials.

EVEN (E-Voting Event No.)	User Id	Password

Please follow steps for e-voting procedures as given in the Notice of AGM or by logging on to <https://evoting.karvy.com>.



## Hero MotoCorp Limited

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

CIN: L35911DL1984PLC017354, Phone: 011- 4604 4100, Fax: 011-2614 3321

Email: secretarialho@heromotocorp.com, Website: www.heromotocorp.com

### PROXY FORM

Form No. MGT - 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L35911DL1984PLC017354
Name of the Company	Hero MotoCorp Limited
Registered Office	34, Community Centre, Basant Lok, Vasant Vihar, New Delhi - 110 057
Name of the Member(s)	
Registered Address	
Email Id	
Folio No./ DP ID & Client ID	

I/We, being the member(s) of \_\_\_\_\_ shares of Hero MotoCorp Limited, hereby appoint:

- 1) Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
- 2) Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
- 3) Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **35<sup>th</sup> Annual General Meeting** of the Company to be held on **Tuesday, July 24, 2018** at **10:30 a.m.** at **Air Force Auditorium, Subroto Park, New Delhi -110 010** and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	For	Against
<b>Ordinary Business:</b>			
1.	To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2018 together with the reports of the Directors' and Auditors' thereon.		
2.	To confirm payment of Interim dividend of ₹ 55/- per equity share and to declare a final dividend of ₹ 40/- per equity share for the financial year 2017-18.		
3.	To re-appoint Mr. Suman Kant Munjal (DIN: 00002803), Director retiring by rotation.		
<b>Special Business:</b>			
4.	Ratification of remuneration of Cost Auditors for financial year 2018-19.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of the Member: \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.