November 29, 2021

Asst. Vice President, Listing Deptt.,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot C-1, Block G,
Bandra Kurla Complex,
Bandra (E),
MUMBAI - 400 051
Scrip Code: HEROMOTOCO

The Secretary,
BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001
Scrip Code: 500182

Sub : Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Re : Postal Ballot Notice for Appointment of Directors

Dear Sir(s),

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice dated November 26, 2021, seeking approval of the members of the Company, by way of remote e-voting, for appointment of the following Directors of the Company:

1. Ms. Camille Miki Tang (DIN: 09404649) as an Independent Director
2. Mr. Rajnish Kumar (DIN: 05328267) as an Independent Director
3. Ms. Vasudha Dinodia (DIN: 00327151) as a Non-Executive Director

Postal Ballot Notice is being sent electronically to the members whose email addresses are registered with Depository Participants/ Registrar & share transfer agent (KFin Technologies Private Limited) as on Wednesday, November 24, 2021 ("Cut-off Date").

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing remote e-voting facility to its members. The e-voting facility will be available during the following period:

Commencement of e-voting	:	9:00 a.m.(IST) on Tuesday, November 30, 2021
End of e-voting	:	5:00 p.m. (IST) on Wednesday, December 29, 2021

Postal Ballot notice is also available on the website of the Company www.heromotocorp.com

Kindly take the aforesaid information on your records.

Thanking you,

For Hero MotoCorp Limited

(Neerja Sharma)
Company Secretary & Chief Compliance Officer

Encl.: as above

Hero MotoCorp Limited
Registered Office: The Grand Plaza, Plot no. 2, Nelson Mandela Road,
Vasant Kunj Phase –II, New Delhi-110070
CIN: L35911DL1984PLC017354, **Phone:** 011- 4604 4220, **Fax:** 011-46044399
Email: secretarialho@heromotocorp.com, **Website:**www.heromotocorp.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that the resolutions as set out below are proposed to be passed by the members of Hero MotoCorp Limited ("the Company") by means of Postal Ballot, through remote e-voting ("e-voting"), pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Partner, M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi (Firm Registration No. P2001DE052900), as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depositories Limited (NSDL) as the agency to provide e-voting facility.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. The Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their

vote electronically not later than 5:00 p.m. IST on Wednesday, December 29, 2021, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and CEO of the Company or any person authorized by him. The results of e-voting will be announced on or before Friday, December 31, 2021, and will be displayed on the Company's website www.heromotocorp.com and will also be communicated to the Stock Exchanges, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the Depositories) and KFin Technologies Private Limited ("KFinTech" or "Registrar and Transfer Agent") for further dissemination. The Company will also display the results of the Postal Ballot at its Registered Office. Subject to receipt of the requisite number of votes, the resolutions as set out in this Notice shall be deemed to have been passed on the last date for e-voting i.e. Wednesday, December 29, 2021.

SPECIAL BUSINESS

1. **Appointment of Ms. Camille Miki Tang (DIN:09404649) as an Independent Director of the Company.**

To consider and if thought fit, to give assent/ dissent to the following resolution, as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Ms. Camille Miki Tang (DIN:09404649), who was appointed as an Additional and Independent Director of the Company with effect from November 19, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years, from the date of appointment i.e. November 19, 2021 upto November 18, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give effect to this resolution and the Chairman, on behalf of the Board, may delegate the aforementioned powers to any committee of Directors, Director(s) or any other officer(s) of the Company."

2. **Appointment of Mr. Rajnish Kumar (DIN:05328267) as an Independent Director of the Company.**

To consider and if thought fit, to give assent/ dissent to the following resolution, as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Mr. Rajnish Kumar (DIN:05328267), who was appointed as an Additional and Independent Director of the Company with effect from November 25, 2021 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years, from the date of appointment i.e. November 25, 2021 upto November 24, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give effect to this resolution and the Chairman, on behalf of the Board, may delegate the aforementioned powers to any committee of Directors, Director(s) or any other officer(s) of the Company."

3. Appointment of Ms. Vasudha Dinodia (DIN:00327151) as a Non-Executive Director of the Company liable to retire by rotation.

To consider and if thought fit, to give assent/ dissent to the following resolution, as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company, Ms. Vasudha Dinodia (DIN: 00327151), who was appointed as an Additional and Non-Executive Director of the Company with effect from November 25, 2021 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give effect to this resolution and the Chairman, on behalf of the Board, may delegate the aforementioned powers to any committee of Directors, Director(s) or any other officer(s) of the Company."

By order of the Board
For Hero MotoCorp Ltd.

(Neerja Sharma)
Company Secretary & Chief Compliance Officer
Membership No. A9630

New Delhi
November 26, 2021

Registered Office:
The Grand Plaza, Plot no. 2, Nelson Mandela Road,
Vasant Kunj Phase –II, New Delhi-110070
CIN: L35911DL1984PLC017354
Phone: 011 - 4604 4220
Fax: 011 - 46044399
Email: secretarialho@heromotocorp.com
Website: www.heromotocorp.com

NOTES:

1. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/ List of Beneficial Owners received from the Depositories as on Wednesday, November 24, 2021 ("Cut-Off Date") i.e. date for the purpose of reckoning the voting rights and sending the Notice and whose e-mail address is registered with the Company/ Depositories. The physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
3. Details as required 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 Directors seeking appointment are annexed hereto as **Annexure - A** to the Notice which forms part of the Explanatory Statement. The Company has received relevant disclosures/consent from the Directors seeking appointment.
4. This Postal Ballot Notice will also be available on the Investors section of Company's website at www.heromotocorp.com, websites of the Stock Exchanges, that is, BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and on the website of NSDL at www.evoting.nsdl.com.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

   a) Shareholders holding shares in physical form, are requested to register/ update their email addresses by clicking on https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx or by writing to the RTA with details of folio number and attaching a self-attested copy of PAN card at einward.ris@kfintech.com.

   b) Shareholders holding shares in dematerialized form, are requested to register/ update their email addresses with the Depository Participants with whom the demat account is maintained.

6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-Off Date i.e. Wednesday, November 24, 2021 will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
7. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

8. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
9. The e-voting period commences at 9:00 a.m. (IST) on Tuesday, November 30, 2021 and ends at 5:00 p.m. (IST) on Wednesday, December 29, 2021. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to secretarialho@heromotocorp.com.

PROCEDURE FOR 'E-VOTING':

1. E-VOTINGFACILITY:

i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with SEBI circular dated December 9, 2020 on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of NSDL to its members to exercise their right to vote on the proposed resolutions by electronic means.

ii. The e-voting facility will be available during the following period:

- Commencement of e-voting: 9:00 a.m. (IST) on Tuesday, November 30, 2021
- End of e-voting: 5:00 p.m. (IST) on Wednesday, December 29, 2021.

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

iii. The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given herein below.

2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

i. **Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.**

ii. **INSTRUCTIONS FOR E-VOTING**

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period. **EVEN of Hero MotoCorp Limited for this postal ballot is 118888**.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to contact@cssanjaygrover.in with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ RTA for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. Shareholders holding shares in physical form, are requested to register/ update their email addresses by clicking on https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx or by writing to the RTA with details of folio number and attaching a self-attested copy of PAN card at einward.ris@kfintech.com.
2. Shareholders holding shares in dematerialized form, are requested to register/ update their email addresses with the Depository Participants with whom the demat account is maintained.
3. Alternatively shareholder/ members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

11. The Company has designated Mr. Dhiraj Kapoor, General Manager - Secretarial, to address the grievances connected with the voting by electronic means. The Members can reach Company official at +91-11-46044220 or secretarialho@heromotocorp.com.
12. The Board of Directors has appointed Mr. Devesh Kumar Vasisht (C.P. No. 13700) Partner, M/s. Sanjay Grover & Associates, Company Secretaries, New Delhi (Firm Registration No. P2001DE052900), as Scrutinizer to scrutinize the e-voting process for this postal ballot in a fair and transparent manner.
13. The Scrutinizer shall, after conclusion of voting, unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and shall within two working days of conclusion of the e-voting, submit a 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.
14. In respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar and Transfer Agent of any change in their addresses, telephone numbers, e-mail ids, nominees or joint holders, as the case may be. 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 and Transfer Agent.
15. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shares of a listed entity can only be transferred in demat form w.e.f. April 1, 2019 except in cases of transmission or transposition. Therefore, shareholders are encouraged in their own interest to dematerialize their shareholding to avoid hassle in transfer of shares and eliminate risks associated with physical shares. Members can write to the Registrar and Transfer Agent in this regard.
16. 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 and the Registrar and Transfer Agent in respect of shares held in physical form.

Law provides voting rights to all members proportionate to their holding in the Company. Hero MotoCorp Limited encourages the members to exercise their voting rights and actively participate in decision making process.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Resolution No. 1

The Board of Directors based on the recommendation of Nomination and Remuneration Committee and subject to approval of the shareholders, has appointed Ms. Camille Miki Tang as an Additional and Independent Director of the Company w.e.f. November 19, 2021, for a term of three years, not liable to retire by rotation.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature as a Director in the capacity of an Independent Director of the Company.

The Company has received requisite consent and declarations from Ms. Camille Tang including confirmation that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ('Act') and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

Ms. Camille Tang has deep experience in innovation, intellectual property and productization across Asia-Pacific, Europe and USA. Serving as co-founder, C-level management executive and member of the board in start-up's, leading multinationals and non-profit institutions, she has been responsible for strategy, finance, intellectual property, marketing and sales, product development, R&D, risk management, corporate communications. Ms. Tang's industry experience includes wireless power technology with ConvenientPower Group and the Wireless Power Consortium in its international standardization of wireless power; leadership and management education with Harvard Business School Asia-Pacific Research Centre; financial derivatives and investment banking with Swiss Bank Corporation, SBC Warburg, HSBC, Continental Grain; lifestyle design and retail with Blanc de Chine and Macy's California.

Ms. Tang's work has spanned Tier 1 and other partners and customers across applications in mobile and consumer electronics, automotive, buildings and infrastructure, medical and health, surfacing materials, wearables. Her interests or advisory roles include artificial intelligence hardware and software co-exploration semiconductor design, enterprise collaboration integrating unified communications, e-marketplace, personal branding and social media, and e-learning.

She serves on the board of Asia America Multi-Technology Association Pearl River Delta. Previous advisory board memberships include Bunge Asia-Pacific, The 1990 Institute and Graduate Theological Union. In public service, she served as a member of the Hong Kong Government Central Policy Unit, Hong Kong Government Social Services Subventions and Lotteries Fund Advisory Committee and other non-profit entities.

Ms. Tang received a Bachelor of Arts, Social Sciences, with Distinction from Stanford University, USA and Masters in Business Administration from Harvard University, USA. She is proficient in English, Cantonese, Putonghua and French.

The requisite details of Ms. Camille Tang are provided in **Annexure - A** to the Notice. She will be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In the opinion of the Board, she fulfills the conditions specified in the said Act and is independent of the management. Further, she possesses appropriate skills, experience, expertise and knowledge which would benefit the business of the Company.

It is proposed that Ms. Camille Tang be appointed as an Independent Director of the Company for a term of three consecutive years i.e. from November 19, 2021 to November 18, 2024 and she shall not be liable to retire by rotation.

A copy of the letter of appointment of Ms. Camille Tang setting out the terms and conditions of appointment is available electronically. Members seeking to inspect the same can send an email to secretarialho@heromotocorp.com. A brief profile of Ms. Camille Tang is also available on the website of the Company i.e. www.heromotocorp.com.

None of the Directors and Key Managerial Personnel or their relatives except Ms. Camille Tang and her relatives are in any way concerned or interested in passing of the above resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the Members.

Resolution No. 2

The Board of Directors based on the recommendation of Nomination and Remuneration Committee and subject to approval of the shareholders, has appointed Mr. Rajnish Kumar as an Additional and Independent Director of the Company w.e.f. November 25, 2021, for a term of three years, not liable to retire by rotation.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature as a Director in the capacity of an Independent Director of the Company.

The Company has received requisite consent and declarations from Mr. Rajnish Kumar including confirmation that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ('Act') and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

He is former Chairman of State Bank of India, the largest bank of India with over 20,000 branches and USD 500 bn in deposits. He completed his 3 years' term as chairman in October 2020. He is credited with steering the bank successfully through very challenging times and adopting key technology transformations. During his tenure, Bank developed YONO, a digital platform, which has established bank as a global leader in adoption of technology and innovation. Mr. Kumar is a career banker with nearly 4 decades of service with State bank of India. His expertise in corporate credit and project finance is well recognised.

He served the bank in various capacities across the country including in the North East as Chief General Manager. He successfully managed UK operations of the Bank immediately after the crisis caused by the collapse of Lehman Brothers. Earlier he worked as Vice President (Credit) at Toronto.

Mr. Rajnish Kumar was also the Chairman of SBI's subsidiaries, some of the more important ones included, SBI Life Insurance Company Limited, SBI Foundation, SBI Capital Markets Limited and SBI Cards & Payments Services Limited. He also served as Director on the boards of various organizations, viz. Export-Import Bank of India, Institute of Banking Personnel Selection, National Institute of Bank Management, Pune, Indian Banks' Association, Khadi & Village Industries Commission, Indian Institute of Banking & Finance, among others.

Mr. Kumar is currently serving as an Independent Director on the Boards of many other prestigious companies viz. HSBC, Asia Pacific and L&T Infotech. He is also Non- Executive Chairman of Resilient Innovations Pvt. Ltd. (BharatPe), one of the fastest growing Fintech company in the country. He also serves as an Independent Director on the Board of Lighthouse Communities Foundation, an NGO focused on skill development.

He has done M.Sc. in Physics from Meerut University and is also a Certified Associate of Indian Institute of Bankers (CAIIB).

The requisite details of Mr. Rajnish Kumar are provided in **Annexure - A** to the Notice. He will be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In the opinion of the Board, he fulfills the conditions specified in the said Act and is independent of the management. Further, he possesses appropriate skills, experience, expertise and knowledge which would benefit the business of the Company.

It is proposed that Mr. Rajnish Kumar be appointed as an Independent Director of the Company for a term of 3 (three) consecutive years i.e. from November 25, 2021 to November 24, 2024 and he shall not be liable to retire by rotation.

A copy of the letter of appointment of Mr. Rajnish Kumar setting out the terms and conditions of appointment is available electronically. Members seeking to inspect the same can send an email to secretarialho@heromotocorp.com. A brief profile of Mr. Rajnish Kumar is also available on the website of the Company i.e. www.heromotocorp.com.

None of the Directors and Key Managerial Personnel or their relatives except Mr. Rajnish Kumar and his relatives are in any way concerned or interested in passing of the above resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the Members.

Resolution No. 3

The Board of Directors based on the recommendation of Nomination and Remuneration Committee and subject to approval of the shareholders, has appointed Ms. Vasudha Dinodia as an Additional and Non-Executive of the Company w.e.f. November 25, 2021, liable to retire by rotation.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for appointment as a Non-Executive Director of the Company.

The Company has received requisite consent and declarations from Ms. Vasudha Dinodia in accordance with the provision of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

She hails from the illustrious Munjal family and is a next-gen entrepreneur. Since young age, Ms. Dinodia was passionate about entrepreneurship and food and started a Chocolate business called Choko La in 2005 as a third generation entrepreneur. What started as a small 1 café venture in Vasant Vihar many years ago is now a Global Premier Chocolates brand with presence across US, Europe and Asia.

Choko La not only has several Premium Chocolate Boutiques in the National Capital Region of India but has also partnered with various International Duty-Free operators like Dufry (from Switzerland), WHSmith (from UK), Flemingo International (from Dubai), Lagardere Travel Retail (from Paris), DFS (from Hong Kong) and King Power (from Thailand), across 13 international airports in Delhi, Mumbai, Bangalore, Chennai, Kolkata, Hyderabad, Ahmedabad, Goa, Jaipur, Raipur, Singapore, Macau and are coming up in Hong Kong, Berlin, Dubai, Melbourne and Philippines Airports in the next fiscal. In the next 5 years, the brand plans to expand their boutiques to London, Paris, New York, Dubai, Sydney and Tokyo. A trendsetting

chocolatier and an astute businesswoman, Ms. Dinodia has grown the brand and diversified it to create a Choko la Constellation that is unique in its approach to customer satisfaction.

Ms. Vasudha Dinodia runs a large manufacturing facility in Gurugram and oversees all aspects of the business from Strategy, Technology, Finance, Marketing, Sales and Operations. She has built and groomed an excellent team from various industries with varied experiences from technology, telecom, manufacturing automotive, etc.

She completed her schooling at Mater Dei, Delhi before doing her BBA from IILM. Besides focusing her time and energy on running her business, she is also keen on social initiatives related to education and healthcare. She is also involved with her family office and investments and participates actively on investments related to the Food & Beverage, Consumer and EV/ Mobility sectors.

The requisite details of Ms. Vasudha Dinodia are provided in **Annexure - A** to the Notice. She will be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In the opinion of the Board, she fulfills the conditions specified in the said Act. Further, she possesses appropriate skills, experience, expertise and knowledge which would benefit the business of the Company.

It is proposed that Ms. Vasudha Dinodia be appointed as a Non-Executive Director of the Company from November 25, 2021, liable to retire by rotation.

Ms. Vasudha Dinodia is the daughter of Dr. Pawan Munjal, Chairman & CEO of the Company and is a Coparcener in a HUF of Mr. Pradeep Dinodia and also his daughter-in-law, who is the Non-Executive Director of the Company. None of the Directors of the Company or Key Managerial Personnel and their relatives except Ms. Vasudha Dinodia, Dr. Pawan Munjal, Mr. Pradeep Dinodia and their relatives, are in any way concerned or interested in passing of the above resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the Members.

Note: With the aforesaid appointments, Hero MotoCorp now has 11 Board Members, of which 25% are women, thereby clearly exhibiting the Company's focus on Diversity & Inclusion, which will significantly enhance the Company's performance.

By order of the Board
For Hero MotoCorp Ltd.

(Neerja Sharma)
Company Secretary & Chief Compliance Officer
Membership No. A9630

New Delhi
November 26, 2021

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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

	Resolution No. 1	Resolution No. 2	Resolution No. 3
Name of Director	Ms. Camille Tang	Mr. Rajnish Kumar	Ms. Vasudha Dinodia
Brief Resume	As detailed in Explanatory Statement above		
Date of Birth (Age in years)	May 30, 1955 (66)	January 14, 1958 (63)	August 18, 1981 (40)
Qualifications	As detailed in Explanatory Statement above		
Experience	Over 4 decades	Close to 4 decades	18 years
Expertise in specific functional areas	- Technology/ R&D/ Product Development - Mobility /Automotive - Startup eco-system - Strategic planning, Business Development, Business Operations - Consumer Sales/ marketing - Global Perspective	- Accounting & financial expertise - Corporate Governance, Regulatory & Public Policy/ ESG - Strategic planning, Business Development, Business Operations - Human resources / people management - Global Perspective Consumer sales/ marketing	- Consumer sales/ marketing - Startup eco-system - Human resources/ people management/ product Development - Strategic planning, Business Development, Business Operations - Global Perspective
Terms and conditions of appointment/ re-appointment	She is being appointed as an Independent Director w.e.f. November 19, 2021 for a term of 3 years, not liable to retire by rotation. The other terms and conditions are detailed in the explanatory statement.	He is being appointed as an Independent Director w.e.f. November 25, 2021 for a term of 3 years, not liable to retire by rotation. The other terms and conditions are detailed in the explanatory statement.	She is being appointment as a Non-Executive Director w.e.f November 25, 2021, liable to retire by rotation. The other terms and conditions are detailed in the explanatory statement.
Details of remuneration and remuneration last drawn	Refer the details given in the explanatory statement		
Date on which first appointed on the Board	November 19, 2021	November 25, 2021	

Details of shareholding in the Company	Nil	Nil	Holding 32,500 equity shares of Rs. 2/- each in the Company
Relationship with other Directors/ Key Managerial Personnel (if any)	None	None	Daughter of Dr. Pawan Munjal, Chairman & CEO and Coparcener in a HUF of Mr. Pradeep Dinodia and also his daughter-in-law, who is the Non-Executive Director of the Company
Number of Board meetings attended during the year	1 of 1 meeting held since her appointment	Not Applicable	Not Applicable
Details of Directorships/ Committee chairmanship and memberships of other Boards	As detailed herein below		

Details of Directorship/ Committee Chairmanship and Membership in other companies

Name of Director	Nature of Entity	Directorship held	Committee Membership	Committee Chairmanship
Ms. Camille Tang	Association	Asia America Multi-Technology Association Pearl River Delta	-	-
Mr. Rajnish Kumar	Listed Public Company	Larsen & Toubro Infotech Limited	-	Risk Management Committee
	Private Limited Company	Resilient Innovations Private Limited	-	-
	Foreign Company	HSBC Asia Pacific, Hong Kong	Risk Management Committee Audit Committee	-
	Foreign Company	Oyo Rooms Hospitality SDN. BHD.	-	-

	Section 8 Company	Lighthouse Communities Foundation	Governance Committee	-
	Society	Management Development Institute Society (MDI)	-	-
Ms. Vasudha Dinodia	Private Limited Company	Cosmic Kitchen Private Limited	-	-
	Private Limited Company	Sukalpit Enterprises Private Limited	-	-