

May 13, 2025

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: Compliances under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Re: Outcome of Board Meeting held on May 13, 2025.

Dear Sir(s),

Please note the following matters were considered and approved at the Board Meeting held today i.e. Tuesday, May 13, 2025:

1. The audited standalone and consolidated financial results for the quarter and financial year ended March 31, 2025. A copy of duly signed audited financial results along with the audit reports and a declaration in respect of audit reports with unmodified opinion under Regulation 33 of Listing Regulations, is enclosed.

A press release issued in this regard, is also enclosed.

2. Recommendation of final dividend @ 3,250% i.e. Rs. 65/- per share (face value of Rs. 2/- per equity share), subject to approval of the members of the Company at the ensuing 42nd Annual General Meeting (AGM). The payment of dividend / dispatch of dividend warrants will be completed within 30 days of declaration at the ensuing 42nd AGM.
3. Upon the recommendation of the Audit Committee, appointment of M/s. SGS Associates LLP, Company Secretaries (FRN: L2021DE011600), a peer reviewed firm, as the Secretarial Auditors of the Company for a period of five (5) consecutive years commencing from financial year 2025-26 to 2029-30, subject to approval of the members of the Company at the ensuing 42nd AGM.
4. Re-appointment of ACM Birender Singh Dhanoa (Retd.) as an Independent Director for a second term of five (5) years with effect from October 1, 2025 up to September 30, 2030, subject to the approval of members of the Company at the ensuing 42nd AGM.

Hero MotoCorp Ltd.

Regd. Office: The Grand Plaza, Plot No. 2, Nelson Mandela Road,
Vasant Kunj - Phase - II, New Delhi - 110070, India
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Email: corporate.communication@heromotocorp.com
www.heromotocorp.com CIN: L35911DL1984PLC017354



5. Appointment of Ms. Vasudha Dinodia retiring by rotation and being eligible, offered herself for re-appointment, subject to the approval of the member of the Company at the ensuing 42nd AGM.

Requisite details as required under Listing Regulation, for point no. 3 to 5 above, are enclosed as Annexure – A, B and C, respectively.

6. Convening of 42nd AGM of the Company on Tuesday, August 05, 2025.
7. Pursuant to Regulation 42 of the Listing Regulations, the Company has fixed the record date as July 24, 2025, for the purpose determining entitlement of the members for the final dividend (if declared at the 42nd AGM).

The meeting of the Board of Directors commenced at 10:30 a.m. and concluded at 2:20 p.m.

Kindly take the aforesaid information on your records.

Thanking you,

For Hero MotoCorp Limited

Dhiraj Kapoor
Company Secretary & Compliance Officer

Encl.: As above

S. No.	Particular	Description
1	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment:
2	Date of appointment / re-appointment/ cessation (as applicable) & term of appointment / re-appointment;	The Board of Directors at its meeting held on May 13, 2025 has upon the recommendation of the Audit Committee, approved the appointment of M/s. SGS Associates LLP, Company Secretaries (FRN: L2021DE011600), a peer reviewed firm, as Secretarial Auditors of the Company for a period of five consecutive years commencing from the financial year 2025-26 to 2029-30, subject to approval of the members of the Company at the ensuing 42 nd Annual General Meeting.
3	Brief profile (in case of appointment);	<p>M/s. SGS Associates LLP is a prominent firm of Company Secretaries based at New Delhi. The firm has a history spanning over two decades and offers varied services in the areas of corporate and legal matters. Initially established as SGS Associates in 2002, it was later converted into a Limited Liability Partnership on January 21, 2022.</p> <p>Mr. Damodar Prasad Gupta, the signing partner is a fellow member of the Institute of Company Secretaries of India and is also a certified Insolvency Professional and a Registered Valuer. He has an overall experience of more than 3 decades.</p>
4	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable

S. No.	Particular	Description
1	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Re-appointment: ACM Birender Singh Dhanoa (Retd.) is an Independent Director of Hero MotoCorp Limited. His current term of 5 years will end on September 30, 2025.
2	Date of appointment, re-appointment, resignation, removal, death or otherwise & terms of appointment/ re-appointment	ACM Dhanoa (Retd.) has been re-appointed as an Independent Director for a second term of five (5) years with effect from October 01, 2025 up to September 30, 2030, subject to the approval of members of the Company at the ensuing 42 nd Annual General Meeting. His office as Director shall not be liable to retire by rotation.
3	Brief profile (in case of appointment);	<p>ACM Birender Singh Dhanoa (Retd.), is a decorated Veteran of the Indian Air Force. Beginning his career in the Fighter Stream of the Indian Air Force (IAF) in June, 1978, he served at various ranks, rising to be the 25th Chief of the IAF (January 1, 2017 to September 30, 2019).</p> <p>ACM Dhanoa's exceptional leadership was recognized with prestigious Presidential Awards such as the Param Vishisht Seva Medal (2016), Ati Vishisht Seva Medal (2015), Yudh Seva Medal (1999), and Vayu Sena Medal (1999). During the Kargil conflict, the Fighter Squadron led by him became one of the most decorated Air Force units.</p> <p>An alumnus of St. George's College, Mussoorie and Rashtriya Indian Military College (RIMC) Dehradun, he joined the National Defence Academy (NDA) in June 1974. He later graduated from the Jawaharlal Nehru University in 1977. He also holds a M.Sc. in Defence Studies from the Madras University.</p> <p>ACM Dhanoa (Retd.) also serves as a Non-Executive Independent Director on the Board of InterGlobe Aviation Ltd. & HMC MM Auto Ltd.</p>
4	Disclosure of relationships between directors (in case of appointment of a director).	None

Note: ACM Birender Singh Dhanoa (Retd.) is not debarred from holding the office of Director by virtue of any order of SEBI or any other such authority and he is not disqualified to be re-appointed as a Director.

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S. No.	Particular	Description
1	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment of Ms. Vasudha Dinodia retiring by rotation and being eligible, offered herself for re-appointment, subject to the approval of members of the Company at the ensuing 42 nd Annual General Meeting.
2	Date of appointment, re-appointment, resignation, removal, death or otherwise & terms of appointment / re-appointment	Her office shall be liable to retire by rotation.
3	Brief profile (in case of appointment);	<p>Ms. Dinodia is a successful third-generation entrepreneur from the eminent Munjal Family. She is the Founder & Managing Director of the boutique chocolate Company - Choko La.</p> <p>She has been an astute marketing strategist who has scaled Choko La to be a globally recognised, premier chocolate brand with its presence across the US, Europe and Asia. The brand has seven Premium Chocolate Boutiques and has partnered with global Duty-Free operators across multiple international airports, including Singapore, Macau, Delhi, Mumbai, Bangalore, Chennai, Kolkata, Hyderabad, Ahmedabad, Goa, Jaipur and Raipur.</p> <p>A trendsetting chocolatier and an astute businessperson, Ms. Dinodia has grown the brand and diversified it to create a Choko La Constellation that is unique in its approach to customer satisfaction. The brand offers a wide array of products and services ranging from customized gifting to cafes and boutiques.</p>
4	Disclosure of relationships between directors (in case of appointment of a director).	Ms. Vasudha Dinodia is daughter of Dr. Pawan Munjal, Executive Chairman and daughter-in-law of Mr. Pradeep Dinodia, Non-Executive Director of the Company.

Note: Ms. Vasudha Dinodia is not debarred from holding the office of Director by virtue of any order of SEBI or any other such authority and she is not disqualified to be re-appointed as a Director.

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