



Hero MotoCorp Ltd.

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of Hero MotoCorp Ltd. will be held on Wednesday, September 11, 2013 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, 2013 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 ₹ 60 per Equity Share on 19,96,87,500 Equity Shares of ₹ 2 each for the financial year 2012-13.
3. To appoint a Director in place of Dr. Pritam Singh, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. M. Damodaran, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Paul Edgerley, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm Registration No. 015125N) the retiring Auditors, to hold office 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.

SPECIAL BUSINESS:

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

As a Special Resolution:

7. RENEWAL OF REMUNERATION BY WAY OF COMMISSION TO NON-EXECUTIVE AND INDEPENDENT DIRECTORS

“RESOLVED THAT pursuant to the provisions of Sections 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, (“the Act”) a sum not exceeding 0.10% per annum of the Net Profits of the Company calculated in accordance with provisions of Sections 198, 349 and 350 of the Act, be paid to and distributed amongst the Non-Executive and Independent Directors of the Company in such amount, proportion, manner and in all respects as may be directed by the Board of Directors (“Board”) and such payments shall be made in respect of the Net Profits of the Company for each financial year for a period of 5 (five) years renewed from the financial year ended March 31, 2013 in addition to

Sitting Fee for attending the meetings of the Board or any Committee thereof.”

By Order of the Board
For Hero MotoCorp Ltd.

Ilam C. Kamboj
A.V.P. – Legal & Company Secretary

New Delhi
July 24, 2013

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

NOTES:

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, which sets out details relating to Special Business to be transacted at the meeting is Annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE MEETING.**
3. Pursuant to Section 154 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from **Thursday, September 5, 2013 to Wednesday, September 11, 2013** (both days inclusive).
4. The dividend as recommended by the Board, upon declaration by the members at the 30th Annual General Meeting, shall be paid to those members whose names appear on the Register of Members of the Company on **Wednesday, September 11, 2013.**

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, September 4, 2013** as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), “the Depositories” for this purpose.

5. 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 annexed hereto.
6. 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 Electronic Clearing 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**.
7. 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.

8. Pursuant to the provisions of Section 205A (5) of the Act, 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 year 2006-07 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 2005-06 and remaining unpaid/ unclaimed in account is being transferred to IEPF.

9. 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.

10. 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 heir(s) is required to furnish a copy of his/her PAN to the Company/ its Registrar.
11. Pursuant to the provisions of Section 109A of the Act, 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.
12. 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.
13. 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 pursuant 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/its e-mail ID vide the physical holdings- E-mail Updation form available at the website of the Company. 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/its e-mail ID. For the convenience a Demat holding - E-mail Updation Form is available at the website of the Company/its Registrar.

14. 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 or such other articles as may be ordered by the authorities, 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 its behalf at the Meeting.
- d) Member(s) are requested to bring the copy / notes of the Annual Report to the meeting.

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

Item No. 7

The Members of the Company at the 24th Annual General Meeting held on July 24, 2007, approved payment of commission of a sum not exceeding 0.10% per annum of the Net Profits of the Company, calculated in accordance with provisions of Sections 198, 349 and 350 of the Companies Act, 1956 to Non-Executive and Independent Directors i.e. Directors other than the Managing Director, Whole-time Directors & Non-Executive Director of the Company, payable annually for a period of 5 (five) years commencing from the financial year 2007-08. The role, responsibilities and participation of the Non-Executive and Independent Directors in the affairs of the Company have increased over a period of time. The compensation payable to the Non-Executive and Independent Directors should therefore be commensurate with their increased role and responsibilities.

Keeping in view the above, the Board, subject to the approval of Members of the Company, has approved by way of an annual payment to the Non-Executive and Independent Directors, a commission, as the Board may from time to time determine not exceeding 0.10% per annum of the Net Profits of the Company, calculated with provisions of Sections 198, 349 and 350 of the Companies Act, 1956, for a period of 5 (five) years commencing from the financial year 2012-13. The said commission shall not exceed the permissible limit under the provisions of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof. The aforesaid commission shall be paid to all such Directors in addition to the sitting fees paid to them for attending meetings of the Board and Committees thereof.

All the Non-Executive and Independent Directors of the Company are deemed to be concerned or interested in this Special Resolution. None of the other Directors are, in any way, concerned or interested in this Special Resolution.

Your Directors commend the Special Resolution set out at Item No. 7 of the Notice for your approval.

By Order of the Board
For Hero MotoCorp Ltd.



Ilam C. Kamboj

A.V.P. – Legal & Company Secretary

New Delhi
July 24, 2013

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

BRIEF RESUME/DETAILS OF DIRECTORS

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

1. Dr. Pritam Singh

Dr. Pritam Singh was appointed as Director on the Board of the Company in the year 2004. Dr. Singh aged 72 years, born on July 14, 1941.

In the contemporary academic and business world Dr. Pritam Singh is considered as one of the leading management Gurus in the area of leadership, business strategy and institution building. He has worked as Professor, Dean and Director in leading academic institutions like XLRI, ASCI, IIM-B, IIM-L and MDI.

Currently he is the Director General of another leading Business School- International Management Institute, New Delhi.

Dr. Singh has published 7 (seven) seminal books in the field of leadership and strategy of which 3 (three) are award winning. He is a well known speaker in different parts of the world- US, UK, Greece, Russia, France, Thailand, Egypt, Mauritius, Holland, etc. He has received numerous awards in recognition of his contribution in the field of management and institution building. Some of the notable ones are the Padma

Shree, Global Thought Leader by MIRBIS Russia, TIE-California Award for Entrepreneurship, Best CEO Award by NHRDN, Dr. S. Radhakrishnan Memorial Award, etc.

He has the experience of working on the Boards of 50 (fifty) notable public and private sector organizations.

He is also the only Asian on the Board of AMBA- the

global accreditation body of B-Schools worldwide.

He is M.Com (BHU), MBA (USA), Ph.D (BHU), D. Litt Honoris Causa (UPTU).

He is presently holding Membership/Chairmanship of the Board/Committee(s) of the following companies:

S.No.	Name of the Company		Committee	
			Membership	Chairmanship
1	Hero MotoCorp Limited	Director	Audit	Shareholders' Grievance
2	Parsvnath Developers Limited	Director	Remuneration	—
3	Godrej Properties Limited	Director	Remuneration	—

2. Mr. M. Damodaran

Mr. M. Damodaran was appointed as a Director on the Board of the Company in the year 2008. Mr. Damodaran, aged 66 years, was born on May 4, 1947. Mr. Damodaran belonged to the Indian Administrative Service, Manipur-Tripura cadre and had held various coveted positions in Government/ Public Sector and Regulatory Bodies.

In the past, he held the position of Chairman of the Unit Trust of India. He also headed the IDBI before being appointed as the Chairman of the Securities and Exchange Board of India, the country's financial market

watchdog. He was earlier appointed as an Officer on Special Duty with the Reserve Bank of India dealing primarily with the restructuring of 3 (three) identified weak Public Sector Banks. Prior thereto he was Joint Secretary (Banking Division) in the Ministry of Finance.

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

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

S.No.	Name of the Company		Committee	
			Membership	Chairmanship
1	Hero MotoCorp Limited	Director	Audit & Shareholders' Grievance	—
2	Hindalco Industries Limited	Director	—	—
3	ING Vysya Bank Limited	Director	Board Credit	—
4	Larsen & Toubro Limited	Director	Audit	—
5	Sobha Developers Limited	Director	Audit	—
6	Tech Mahindra Limited	Director	—	Audit
7	Ultratech Cement Limited	Director	—	—
8	Bennett, Coleman & Co. Limited	Director	—	—
9	L&T Infrastructure Finance Company Limited	Director	—	Audit
10	TVS Automobile Solutions Limited	Director	—	—
11	Triveni Turbine Limited	Director	—	—

3. Mr. Paul Edgerley

Mr. Paul Edgerley has been Managing Director of Bain Capital Partners, LLC, a private equity fund since 1990. Mr. Edgerley joined Bain Capital in 1988. Prior to joining Bain Capital, Mr. Edgerley spent five years at Bain & Company where he worked as a consultant and a manager in the healthcare, information services, retail and automobile industries. Previously, he worked at

Peat Marwick Mitchell & Company.

Mr. Edgerley received an MBA, with Distinction, from Harvard Business School and is a Certified Public Accountant which he obtained in 1983. He received a BS from Kansas State University. In addition to Hero MotoCorp, he is a director of HD Supply, Inc., MEL Conlux, Steel Dynamics, and Sensata Technologies.

ANNXURE A

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

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 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	Father's/Husband's Name	Address as Regd. with the Company	
1. _____	_____	_____	
2. _____	_____	_____	
3. _____	_____	_____	

I/We hereby record my/our presence at the 30th Annual General Meeting of the Company being held on **Wednesday, September 11, 2013** 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 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	Father's/Husband's Name	Address as Regd. with the Company	
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 30th Annual General Meeting of the Company being held on **Wednesday, September 11, 2013** 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: ___/___/2013

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.

