



NOTICE

Notice is hereby given that Extra-Ordinary General Meeting (“EGM”) of the Members of Hero Motors Limited (“the Company”) will be held on Thursday, 24th day of July 2025 at 5.00 P.M. (IST) at 10th KM Stone GT Road, PO Dujana Dadri Distt GB Nagar, Dadri, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 203207 to transact the following as special businesses:

1. TO APPROVE ADVANCING OF LOANS, MAKING INVESTMENTS, GIVING GUARANTEES OR SECURITIES UNDER SECTION 185 OF THE COMPANIES ACT, 2013

If thought fit, to pass the following resolutions, with or without modification, as *Special Resolution*:

RESOLVED THAT, in addition to the previous approvals accorded by the Shareholders at the earlier general meeting(s) of the Company and pursuant to the provisions of Section 185 and all other applicable provisions of the Companies Act, 2013 (the “Act”), read with the rules framed thereunder and other applicable regulations, rules, circulars, and guidelines in force from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company, be and is hereby accorded for making of loan(s), including those represented by way of book debts (the “Loan”), and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken or to be taken by subsidiary companies, joint venture companies, and other associate entities, if any, being entities falling under the category of ‘a person in whom any of the directors of the company is interested’ as specified in the Explanation to sub-section (2) of Section 185 of the Act, for an aggregate outstanding amount not exceeding Rs. 15 crores (Rupees Fifteen Crores only) for each such entity per annum, from time to time and in one or more tranches, provided that nothing in this resolution shall apply to any loan, guarantee, or security which is exempt under the provisions of Section 185(3) of the Act, including but not limited to those extended to wholly owned subsidiaries, joint venture companies, or loans made in the ordinary course of business in compliance with the prescribed conditions, as amended from time to time.

RESOLVED FURTHER THAT Mr. Amit Gupta (Managing Director & CEO), Mr. Abhishek Munjal (Whole-time Director), Chief Financial Officer and Mr. Sanjay Singh Suryavanshi, Vice President-Business Growth and Human Resource and Company Secretary and Compliance Officer of the Company be and are severally authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan/ Guarantee/ security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required.”

By Order of the Board of Directors
For **Hero Motors Limited**

Sd/-
Esha Gupta
Company Secretary
Mem. No. A23608

Hero Motors Limited

Registered Office: Hero Nagar, G.T. Road, Ludhiana-141003

GBN Plant: 10th K.M. Stone, G.T. Road, P.O. Dujana-203207, Tehsil Dadri, Distt. Gautam Budh Nagar, Uttar Pradesh; Ph: +0120 2674207, +0120 2674208

Corporate Office: C3-C, 7th Floor, Max Square Building, Sector 129, Noida-201304

CIN: U29299PB1998PLC039602 | Website: www.heromotors.com | Email: info@heromotors.com | Tel.: 0161-5026969





Dated: 25-06-2025

Place: Noida

Hero Motors Limited

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NOTES:

1. A member entitled to attend and vote at the extra ordinary general meeting (hereinafter known “the Meeting”) is entitled to appoint a proxy to attend and vote on poll instead of himself / herself. The proxy need not be a member of the company. A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly filled up at the registered office of the company not less than Forty-Eight hours before the commencement of the Meeting.
2. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company or at any other place approved by the Board during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Extra Ordinary General Meeting and will also be available during the Extra Ordinary General Meeting.
3. Notice of the EGM is being sent electronically to the Members whose email IDs are registered with the Company/ Depository Participant unless any member has requested for a physical copy of the same. Members whose email ID is not registered with the Company / Depository Participant can do so by sending a request addressed to Company Secretary at C3-C, 7th Floor, Max Square Building, Sector 129, Noida-201304 or by sending a duly signed request letter to investorrelations@heromotors.com (the signature should match with the specimen signature as per Company records) or update their e-mail ID with their Depository Participant.
4. In case of joint holders, a member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
5. In terms of the provisions of Section 113 of the Act read with the MCA Circulars, Corporate Members/ Institutional (i.e. other than individuals / HUF,) are entitled to appoint their authorized representatives via resolution to attend the EGM physically on their behalf and participate there, including casting votes. The said resolution is mandatorily required to be sent to the Company by email through its registered email address to investorrelations@heromotors.com.
6. A Route Map along with Prominent Landmark for easy location to reach the venue of Extra Ordinary General Meeting is annexed with the notice of Extra Ordinary General Meeting.
7. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of Extra Ordinary general meeting at the meeting.
8. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
9. The Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto. The Board of Directors have considered and resolved that Special Business items are unavoidable in nature.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT
2013**

Resolution No. 1

Pursuant to Section 185(1) of the Companies Act, 2013 (the "Act"), a company is restricted from directly or indirectly advancing loans (including those represented by book debts), or giving guarantees or securities to its directors or to any person in whom a director is interested. However, Section 185(2) permits such transactions with the prior approval of shareholders by way of a special resolution.

The Board of Directors has identified the need to provide financial assistance to certain entities within the group to support their principal business activities. This assistance may include loans, guarantees, or securities, as deemed appropriate, from time to time. In line with the Company's operational and strategic requirements, it is proposed to provide financial assistance-by way of loans, guarantees, or securities to its subsidiaries, joint ventures, and any associate companies (collectively, "group entities"), in which directors may be deemed interested. Such financial support is necessary to meet working capital needs, growth requirements, and other business purposes of the group entities, in the ordinary course of business.

The Company proposes to pass a Special Resolution to approve making of loans, including loans represented by way of book debts, and/or the giving of guarantees and/or providing of securities in connection with loans taken or to be taken by its subsidiary companies, joint venture companies, and other associate entities, in which any of the directors of the Company are interested, as defined under the Explanation to sub-section (2) of Section 185 of the Act up to an aggregate outstanding amount not exceeding ₹15 crores (Rupees Fifteen Crores only) per such entity, from time to time.

Except Mr. Abhishek Munjal (Whole-time Director) and Mr. Amit Gupta (Managing Director & CEO) being also Directors in the wholly-owned subsidiaries/ subsidiaries of the Company and Mr. Pankaj Munjal (Relative of Mr. Abhishek Munjal), none of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested either financially or otherwise in the proposed resolution, except in the ordinary course of business.

Accordingly, the Board recommends passing of the resolution as Special Resolution as set out in the accompanying notice.

By Order of the Board of Directors
For **Hero Motors Limited**

Sd/-
Esha Gupta Company
Secretary Mem. No.
A23608

Dated: 25-06-2025
Place: Noida

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Hero Motors Limited
CIN: U29299PB1998PLC039602
Regd. Office: Hero Nagar, G.T. Road, Ludhiana, Punjab-141003

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the meeting venue

Name of the attending shareholder/proxy
(In block letters)

Regd. Folio No./DP ID/Client ID

No. of shares held _____

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Thursday, 24th day of July 2025 at 5.00 P.M. (IST) at 10th KM Stone GT Road, PO Dujana Dadri Distt GB Nagar, Dadri, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 203207.

Signature of proxy holder

Signature of Shareholder

Notes:

1. Shareholder/Proxy is requested to bring the attendance slip with him/her when they come to attend the meeting. No attendance slip shall be issued at the time of the meeting.
2. Shareholders are requested to indicate their folio number, the change in their addresses, if any to the company at its Registered Office.

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FORM NO. MGT-11

Proxy Form

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

CIN: U29299PB1998PLC039602

Name of the Company: Hero Motors Limited

Registered office: Hero Nagar, G.T. Road, Ludhiana, Punjab-141003

Name of the Member:

Registered Address:

E-mail Id:

Folio No./Client Id:

DP Id:

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name : _____

Address : _____

Email id : _____

Signature : _____, or failing him

2. Name : _____

Address : _____

Email id : _____

Signature : _____, or failing him

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 Extra Ordinary General Meeting of the Company, to be held on Thursday, 24th day of July 2025 at 5.00 P.M. (IST) at 10th KM Stone GT Road, PO Dujana Dadri Distt GB Nagar, Dadri, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 203207 and at any adjournment thereof in respect of such resolutions as is indicated below:

1. Resolution No. 1: To approve advancing of loans, making investments, giving guarantees or securities under Section 185 of the Companies Act, 2013

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Signed this ____ day of _____ 2025

Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

1. The form should be signed across the stamp as per specimen signature registered with the Company.
2. The Companies Act, 2013 lays down that the instrument appointing a proxy, in order to be effective, shall be deposited at the Registered office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting. A proxy need not be a shareholder of the Company.

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