



Hero Motors Limited

CIN: U29299PB1998PLC039602

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

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

Website: www.heromotors.com | **Email:** investorrelations@heromotors.com

Tel.: + 91 120 4412 000

NOTICE

Notice is hereby given that 26th Annual General Meeting (“AGM”) of the Members of Hero Motors Limited (“the Company”) will be held on Thursday, September 25, 2025 at 03:00 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) deemed to be held at the Registered Office of the Company at Hero Nagar G.T. road, Ludhiana, Punjab, India, 141003 to transact the following as businesses:

ORDINARY BUSINESS

1. To adopt Financial Statements & Reports

To receive, consider and adopt:

(a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon; and

(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the report of the Auditors thereon.

2. To appoint Mr. Amit Gupta and Mr. Abhishek Munjal as a Directors liable to retire by rotation

To appoint Directors in place of Mr. Amit Gupta (DIN: 02990732), Managing Director & CEO and Mr. Abhishek Munjal (DIN: 05355274), Whole Time Director who retires by rotation and being eligible, offers themselves for re-appointment.

SPECIAL BUSINESS

3. Ratification of Remuneration to be paid to M/s. Ramanath Iyer & Co., Cost Accountants, Cost Auditors of the Company

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

“**RESOLVED THAT** in accordance with the provisions of section 148 (3) of the Companies Act, 2013 read with Rules made thereunder, and recommendation of Audit Committee, the remuneration payable to M/s Ramanath Iyer & Co., Cost Accountants (Registration No. 000019) as the Cost Auditors to conduct audit of cost records for Financial Year 2025-26 at mutually agreed remuneration of Rs. 1,80,000/- (Rupees One Lakh Eighty Thousand Only) plus GST and re-imbursalment of out-of-pocket expenses, as approved by Board of Directors be and is hereby ratified.

RESOLVED FURTHER THAT any Director(s) and/or Company Secretary and Compliance Officer of the Company be and is hereby severally authorized to submit the necessary intimation in Form CRA-

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2 to the Central Government for appointment of Cost Auditors by the Company and to do all such other acts, deeds, matters and things as may be necessary from time to time to make the resolution effective.”

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

Sd/
Esha Gupta
Company Secretary
Mem. No. A23608

Dated: August 12, 2025
Place: Noida

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NOTES:

1. Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 09/2024 dated 19th September 2024 read with other previous MCA General Circulars No. 09/2023 dated 25th September 2023, 10/2022 dated 28th December 2022, 02/2022 dated 5th May 2022, No. 20/2020 dated 5th May 2020, No. 17/2021 dated 13th April 2021 and No. 14/2021 dated 8th April 2021 (collectively referred to as “MCA Circulars”), has permitted Companies to hold their Annual General Meetings through Video Conference (VC) or Other Audio Visual Means (OAVM). Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. Members are requested to notify changes if any, in their address, email ID nominations etc. to the Company.
3. Notice of the AGM 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. The deemed venue for AGM shall be the Corporate Office of the Company at C3-C, 7th Floor, Max Square Building, Sector 129, Noida-201304. Members may note that Notice has been uploaded on the website of the Company at www.heromotors.com.
5. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
6. 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 AGM.
7. 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 AGM through VC on their behalf and participate there, including cast votes by electronic means. The said resolution is mandatorily required to be sent to the Company by email through its registered email address to investorrelations@heromotors.com.
8. The proceedings of the Meeting will be recorded as required under Companies Act, 2013 read with rules made and circulars issued thereunder. The Company shall maintain a recorded transcript of the meeting in safe custody.
9. The following statutory registers shall be made available at corporate office at C3-C, 7th Floor, Max Square Building, Sector 129, Noida-201304:
 - i) Register of contracts or arrangements in which Directors are interested under section 189 of the Act.
 - ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act.
10. In accordance with the MCA Circulars, the said registers including other documents as referred to in the Notice and Explanatory Statement of AGM will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member upto and during the continuance of the meeting and the same can be accessed by sending a request to the Company at investorrelations@heromotors.com.
11. Members who need technical assistance any query and/or grievance, in respect of AGM before or during the AGM can contact at investorrelations@heromotors.com.

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12. 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.

INSTRUCTIONS FOR ATTENDING/JOINING THE AGM:

Members will be able to attend the AGM through VC/OAVM by following procedure:

1. The link for AGM will be made available on the Email IDs of the members as registered with the company/ Depository Participant. Enter the login credentials i.e. User ID and password mentioned in your email. After entering the details appropriately, click on LOGIN.
2. Members are advised that facility of joining the AGM through VC shall be kept open 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after scheduled time. The video-conference shall allow for two-way teleconferencing for the ease of participation of the members and the participants.
3. Members are requested to cast their vote by a show of hands in the meeting unless demand for poll is made by any Member or Chairman.
4. Members are encouraged to join the meeting through Laptops/Desktops for better experience.
5. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
6. While all efforts will be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

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

Resolution No. 3

The Board of Directors of the Company at their meeting held on 25th June, 2025, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Ramanath Iyer & Co., Cost Accountants (Registration No. 000019) to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2026. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, consent of the members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors, Key Managerial Personnel(s) of the Company or their relatives are in any way, concerned or interested either financially or otherwise, in the said resolution.

Accordingly, the Board recommends passing of the resolution as Ordinary 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: August 12, 2025
Place: Noida

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