



## NOTICE

NOTICE is hereby given that the 20<sup>th</sup> ANNUAL GENERAL MEETING of the members of HERO HONDA MOTORS LIMITED will be held on Friday, August 1, 2003 at 10:00 A.M. at Airforce Auditorium, Subroto Park, Dhaula Kuan, 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, 2003 and the Profit and Loss Account for the year ended on that date together with the Reports of the Auditors' and Directors' thereon.
2. To declare dividend of Rs. 18.00 per equity share of Rs. 2.00 each including a special dividend of Rs.8.00 per equity share for the financial year ended March 31, 2003.
3. To appoint a Director in place of Mr. N.N.Vohra, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Pradeep Dinodia, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Gen.V.P.Malik (Retd.), who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. Brijmohan Lall Munjal, who retires by rotation and being eligible, offers himself for re-appointment.
7. To appoint M/s. A.F. Ferguson & Co., Chartered Accountants, New Delhi, the retiring Auditors and to fix their remuneration.

### SPECIAL BUSINESS:

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

#### As Ordinary Resolutions :

#### 8. APPOINTMENT OF MR. YUKIHIRO AOSHIMA AS DIRECTOR

"RESOLVED THAT Mr. Yukihiro Aoshima, who was appointed as an Additional Director in terms of Section 260 of the Companies Act, 1956 with effect from April 1, 2003 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 together with a deposit of Rs. 500 as required under the Act, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

#### 9. APPOINTMENT OF MR. SHINICHI NAKAYAMA AS DIRECTOR & WHOLE-TIME DIRECTOR

(A) "RESOLVED THAT Mr. Shinichi Nakayama who was appointed as Director w.e.f. May 9, 2003 by the Board of Directors in the casual vacancy caused due to the resignation of Mr. Kazumi Yanagida and who ceases to hold office at the expiry of the Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 together with a deposit of Rs.500 as required under the Act, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.

(B) RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government, if any, the consent

of the Company be and is hereby accorded for the appointment of Mr. Shinichi Nakayama, as a Whole-time Director of the Company for a period of five years with effect from May 9, 2003 on the terms, conditions and remuneration as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the aggregate amount of remuneration payable to him in a particular financial year will be subject to the overall ceiling limit laid down in Sections 198 and 309 read with Schedule XIII of the Companies Act, 1956."

#### As Special Resolutions :

#### 10. DELISTING OF SECURITIES OF THE COMPANY

"RESOLVED THAT subject to the provisions of the Companies Act, 1956 (including any statutory modification(s), or re-enactments thereof for the time being in force and as may be enacted hereinafter), Securities Contract (Regulation) Act, 1956 and the rules framed thereunder, **SEBI (Delisting of Securities) Guidelines, 2003** and other guidelines issued by SEBI from time to time, Listing agreements and all other applicable laws, rules, regulations and guidelines and subject to such approval(s), permission(s) and sanction(s), as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed by any authority while granting such approval(s), permission(s) and sanction(s), the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) be and is hereby authorized to agree to if acceptable to the Board, the consent of the Company be and is hereby accorded to the Board to get the Securities of the Company delisted from the Delhi Stock Exchange Association Limited, Ludhiana Stock Exchange Association Limited, Calcutta Stock Exchange Association Limited and The Stock Exchange, Ahmedabad."

#### 11. VARIATION IN TERMS OF REMUNERATION OF EXECUTIVE DIRECTORS

"RESOLVED THAT in partial modification of the earlier resolutions passed with respect to the appointment/re-appointment of Mr. Brijmohan Lall Munjal, Mr. Pawan Munjal and Mr. Akio Kazusa, Executive Directors of the Company, the consent of the Company be and is hereby accorded under Sections 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 subject to the approval of Central Government, wherever necessary, to increase their Basic Salary as set out in the Explanatory Statement annexed hereto for the remaining period of their respective tenure.

RESOLVED FURTHER THAT all other terms & conditions of their appointment shall remain the same."

By Order of the Board  
For HERO HONDA MOTORS LIMITED

Registered office:  
34, Community Centre,  
Basant Lok, Vasant Vihar  
New Delhi-110 057  
June 4, 2003

ILAM C. KAMBOJ  
COMPANY SECRETARY

## notes:

1. 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 HOURS BEFORE THE MEETING.
2. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 which sets out details relating to the special business is annexed hereto .
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, July 18, 2003 to Friday, August 1, 2003 (both days inclusive).
4. The dividend as recommended by the Board of Directors, if approved by the shareholders at the 20<sup>th</sup> Annual General Meeting shall be paid to those members whose names appear on the Register of Members of the Company on Friday, August 1, 2003. In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on the closing hours of business on Thursday, July 17, 2003 as per details furnished by the Depositories for this purpose.
5. As you may be aware that as per the circular issued by SEBI, the Companies should mandatorily use the facility of ECS for distributing dividends to its members. Your Company has already started this process and sent the required forms and details to all the shareholders in the month of March, 2002. Those shareholders who have not yet sent the duly filled in **ECS form** to avail the benefits of this facility are once again requested to send the same at the earliest.
6. The Company is obliged to print the Bank details on the dividend warrants as furnished by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL), "the Depositories" to the Company and the Company cannot entertain any request for deletion/change of bank details already printed on the dividend warrant(s) as per information received from the concerned Depositories. In this regard, members are advised to contact their Depository Participant (DP) and furnish the particulars of any change desired by them and in case they wish to avail ECS facility, then accordingly furnish the details in necessary format to their DP.
7. Pursuant to the provisions of Section 205A of the Companies Act, 1956, the amount of dividend which remains unclaimed for a period of 7 years would be transferred to the **"Investor Education and Protection Fund (IEPF)"**, constituted by the Central Government and the shareholder(s) **would not be able to claim any amount of dividend so transferred to the fund**. As such, shareholder(s) who have not yet encashed their dividend warrants are requested in their own interest to write to the Company **immediately** for claiming outstanding dividend declared by the Company during the year 1996 and onward.  
  
The unclaimed dividend for the year 1995 has been transferred to the IEPF.  
  
In respect of the unclaimed dividend(s) for the period(s) upto 1994 which have already been transferred by the Company to the General Revenue Account of the Central Government, shareholder(s) may claim the same by writing to the Registrar of Companies, NCT of Delhi & Haryana, Paryavaran Bhawan, CGO Complex, Lodhi Road, New Delhi, 110 003 by quoting the **Company's Registration No. 55-17354**.
8. Pursuant to the provisions of Section 109A of the Companies Act, 1956, every shareholder or joint holders 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 is enclosed for shareholders holding shares in physical form. Members holding shares in electronic form may contact their respective depository participant for availing this facility.
9. Members are requested to bring their copy of the Annual Report to the meeting.

**EXPLANATORY STATEMENT pursuant to Section 173(2) of the Companies Act, 1956****Item No. 8**

Mr. Yukihiro Aoshima has been appointed as an Additional Director in the meeting of the Board of Directors held on April 10, 2003. Mr. Aoshima, born on September 3, 1953, is aged 49 years. Presently he is working as Manager with Honda Motor Co., Ltd., Japan since the beginning of his career in 1977 after having completed his Major in Spanish language. He brings with him an enriched and varied experience of 26 years. His specialization includes export business, development of strategies for overseas sales, stimulation of domestic retail outlets and practical implementation of partnership strategies. Mr. Aoshima would serve the Board of the Company as a Non-Executive and Independent Director. He is also on the Board of following Companies as Director :

a) Honda Sael Cars India Limited	India
b) Honda Motorcycle & Scooter India Pvt. Limited	India
c) Atlas Honda Limited	Pakistan
d) Honda Atlas Cars Pakistan Limited	Pakistan

The Board of Directors of your Company recommends passing of the aforesaid Ordinary Resolution at Item No. 8.

**Memorandum of concern/interest :**

None of the Directors, except Mr. Yukihiro Aoshima may be deemed to be concerned/interested in the aforesaid resolution.

**Item No. 9**

Mr. Kazumi Yanagida, Whole-time Director of the Company relinquished his office from April 24, 2003. He was associated with the management of the Company since December 1, 1999. He has been succeeded by Mr. Shinichi Nakayama. Mr. Nakayama, born on May 11, 1958, is aged 45 years and was working as Manager, Motorcycle Department in Asia & Oceania Division, Japan since June 2001 before joining the Company. Mr. Nakayama has been associated with Honda Motor Co., Ltd., Japan since the beginning of his career in 1981 after completing his Major in Law. He brings with him enriched and varied experience of 22 years. Apart from Personnel Management, his specialization includes expansion and formulation of strategies for Sales, Management of Profitability and handling the Company's Personal Relations. Apart from this position, he does not hold the membership of the Board / Committee of any other Company. Your Board of Directors at their meeting held on April 10, 2003 have appointed him as a Whole-time Director of the Company for a period of 5 (five) years with effect from May 9, 2003 and amended his Basic Salary in its meeting held on June 4, 2003, subject to the approval of the shareholders in the General Meeting and the Central Government, if required, on the terms and conditions, including minimum remuneration, as detailed hereinafter:

- I. Basic Salary : Rs. 1,25,000 (Rupees one lac twenty five thousand only) per month, subject to an increase of 10% per annum ;
- II. Commission : He will also be allowed remuneration by way of commission in addition to Basic Salary, Perquisites and any other Allowances, benefits or amenities subject to the condition that the amount of commission shall not exceed 1% of the net profit of the Company in a particular financial year as computed

in the manner referred to in Section 198 of the Companies Act, 1956;

- III. Perquisites and Allowances : In addition to the above Basic Salary and Commission , he shall be entitled to the following Perquisites and Allowances:
  - i) Residential Accommodation: The appointee shall be provided free furnished residential accommodation. In addition to this, the appointee shall be provided with cook(s), servant(s) and security guard(s);
  - ii) Medical Reimbursement: Actual medical expenses incurred by the appointee and his family shall be reimbursed;
  - iii) Club Fees: Actual fees of club(s) will be reimbursed;
  - iv) Personal Accident Insurance: Actual premium to be paid by the Company;
  - v) Insurance of House-hold goods: Actual premium to be paid by the Company;
  - vi) Car: Facility of car with driver to be used for the business of the Company;
  - vii) Telephone: Free telephone facility at residence to be used for the business of the Company;
  - viii) Leave: One month's leave with full salary for every 11 months of service subject to the condition that leave accumulated but not availed will not be encashed; and
  - ix) Reimbursement of expenses: Reimbursement of entertainment, travelling, hotel and other expenses actually and properly incurred for the business of the Company.
- IV. Leave Travel Concession: For the appointee and his family once in a year incurred in accordance with the rules of the Company. In case it is proposed that the leave be spent in home Country instead of anywhere in India, return passage may be allowed for self and family in accordance with the rules of the Company;
- V. Children's Education Allowance: In case of children studying in India or abroad expenses subject to a maximum of Rs.5,000 per month per child shall be reimbursed by the Company. Such allowance shall be admissible upto a maximum of two children;
- VI. Holiday passage for children studying outside India/family staying abroad: Return holiday passage is admissible once in a year by economy class or once in two years by first class to children from their place of study abroad to India and to the members of the family from the place of their stay abroad to India if they are not residing in India with the appointee;
- VII. Reimbursement of expenses incurred for joining duty and returning to home Country after completion of tenure: Actual expenses incurred on travel and packing, forwarding, loading/unloading as well as freight, insurance, custom duty, clearing expenses, local transportation and installation expenses in connection with the moving of personal effects for self and family for joining duty in India. On completion of the tenure, all the expenses referred to herein above for travel and forwarding the personal effects to Japan including the passage money shall also be allowable to the appointee on his finally leaving the employment of the Company.

If, however, the appointee joins another entity/branch of the same/related multinational Company, the Company shall not bear these expenses.

Explanation: For the aforesaid purposes "Family" means the spouse, the dependent children and dependent parents of the appointee; and

VIII. Minimum Remuneration: If in any financial year during the currency of tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the appointee shall be entitled to minimum remuneration by way of Basic Salary, Perquisites, Allowances, not exceeding the ceiling limit of Rs.2,00,000 per month and in addition thereto, he shall also be eligible to the perquisites not exceeding the limits specified, under para 2 of Section II, Part II of Schedule XIII to the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time as Minimum Remuneration.

The appointee shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee of Directors.

The appointment under Item No. 9 of the Notice is subject to the approval of the shareholders of the Company and Central Government.

The Board of Directors of your Company recommends passing of the aforesaid Ordinary Resolution at Item No. 9.

#### Memorandum of concern/interest :

None of the Directors, except Mr. Shinichi Nakayama may be deemed to be concerned/interested in the aforesaid resolution.

#### Item No. 10

The Securities of the Company are presently listed on the following six stock exchanges:

- 1) The Delhi Stock Exchange Association Limited (DSE);
- 2) The Stock Exchange, Mumbai (BSE);
- 3) The Calcutta Stock Exchange Association Limited (CSE);
- 4) The Stock Exchange, Ahmedabad (ASE);
- 5) The Ludhiana Stock Exchange Association Limited (LSE);
- 6) National Stock Exchange of India Limited (NSE).

With the extensive networking of BSE and NSE, the members of the Company have access to online dealing in the Company's securities across the Country. The Company's equity shares are specified by the Securities and Exchange Board of India (SEBI) for settlement only in dematerialised form by all the investors. Furthermore, the bulk of dealings in the Company's securities generally take place on NSE and BSE and as per the information provided by the stock exchanges there is no trading in the Company's securities on the CSE, the ASE and the LSE during the last three years and insignificant trading has been reported on the DSE during the last financial year. It is felt that continued listing with Regional Stock Exchanges does not provide any significant tangible advantage to the members of the Company. Therefore, the Company proposes to get its securities delisted from DSE, CSE, ASE and LSE.

The equity shares of the Company will continue to be listed on the Stock Exchange, Mumbai, (BSE) and the National Stock Exchange of India Limited (NSE). There would be no change in the capital

structure of the Company post delisting. The Company has paid listing fee within the stipulated time.

In line with the SEBI guidelines, member's approval is sought by a Special Resolution for enabling voluntary delisting of the Company's securities from the stock exchanges mentioned above. The proposed delisting will not adversely affect the investors. The delisting will take effect after all approval(s), permission(s) and sanction(s) are received from appropriate authorities, wherever required.

The Board of Directors of your Company recommends passing of the aforesaid Special Resolution at Item No. 10.

#### Memorandum of concern/interest :

None of the Directors of the Company is in any way concerned/interested in the aforesaid resolution.

#### Item No. 11.

The annual turnover of the Company has seen a significant increase in the past three years from approximately Rs. 2000 crore in the financial year 1999-2000 to Rs. 5000 crore in 2002-03. This has further resulted into a significant increase in the job responsibilities of all the Executive Directors. Mr. Brijmohan Lall Munjal and Mr. Pawan Munjal, Executive Directors were re-appointed during 2000-01 and 2001-02 respectively without any revision in their remuneration. The Remuneration Committee in its meeting held on June 4, 2003 after having due consideration of the Remuneration Policy of the Company and their increased job responsibilities recommended to increase the Basic Salary of the following Directors with effect from April 1, 2003:

1. Mr. Brijmohan Lall Munjal to Rs. 2,50,000 (Rupees two lacs fifty thousand only) per month;
2. Mr. Pawan Munjal to Rs. 2,00,000 (Rupees two lacs only) per month; and
3. Mr. Akio Kazusa to Rs. 1,75,000 (Rupees One lac seventy five thousand only) per month.

The Basic Salary will be subject to an increase of 10% per annum for the remaining period of their respective tenure. All other terms and conditions of their appointment shall remain unchanged.

The Board in their meeting held on June 4, 2003 approved the said proposal subject to your approval.

The Board of Directors of your Company recommends passing of the aforesaid Special Resolution at Item No. 11.

#### Memorandum of concern/interest :

Mr. Brijmohan Lall Munjal, Mr. Om Prakash Munjal, Mr. Satyanand Munjal and Mr. Pawan Munjal being related to each other and Mr. Akio Kazusa being one of the beneficiary may be deemed to be concerned/interested in the resolution contained under Item No. 11 of the Notice. No other Director is concerned/interested in the said resolution.

By Order of the Board  
For HERO HONDA MOTORS LIMITED

Registered office:  
34, Community Centre,  
Basant Lok, Vasant Vihar  
New Delhi-110 057  
June 4, 2003

ILAM C. KAMBOJ  
COMPANY SECRETARY



**RELEVANT INFORMATION****pursuant to Clause 49 VII(A) (c) of the Listing Agreement regarding Directors being reappointed :****MR. NARENDER NATH VOHRA**

Mr. N. N. Vohra was appointed as an Additional Director by the Board of Directors by passing a resolution by circulation on March 31, 2001. Mr. Vohra born on May 5, 1936, completed his education from Punjab University and Oxford University (U.K). He has served the Punjab Government for about 20 years at various positions including that of Home Secretary during the difficult period of 1984-85. With the Government of India, he has served as Additional Defence Secretary, Secretary-Defence Production, Defence Secretary & Home Secretary. He has also served as Principal Secretary at the PMO after retirement. He served as Director, India International Centre, New Delhi. Recently, Mr. Vohra has been nominated by the Centre as its representative to initiate a dialogue with elected representatives of Jammu & Kashmir. He has wide experience of Management, Governance and National Security. He has been regularly making valuable contributions in the meetings of the Board of Directors held from time to time.

Mr. N.N.Vohra is not holding the directorship of any other Company or the membership of any Committee of the Board.

**MR. PRADEEP DINODIA**

Mr. Pradeep Dinodia was appointed as an Additional Director by the Board of Directors by passing a resolution by circulation on March 31, 2001. Mr. Dinodia born on December 2, 1953 is a Bachelor of Law (L.L.B) and a Fellow Member of the Institute of Chartered Accountants of India. He is a Senior partner of M/s S.R. Dinodia & Company, Chartered Accountants, New Delhi looking after Accounting, Legal and Taxation issues particularly FEMA, Company Law and Direct Tax matters of various Indian Companies and Multinationals Corporations. Presently, he is also the Vice Chairman of the International Fiscal Association, Indian Branch. In nutshell, the Board is immensely benefited by Mr. Dinodia's wide and rich experience in the field of corporate affairs and allied legal, taxation matters. Mr. Dinodia is presently holding the membership of the Board / Committee(s) of the following Companies:

Sl. No.	Name of Company	Nature of Office
1.	DCM Shriram Consolidated Limited	Director Chairman – Shareholders & Investors Grievance Committee Member – Committee of Board for payment of Remuneration to Managing Director and Whole-time Director
2.	The Waterbase Limited	Director Member – Audit Committee
3.	DFM Foods Limited	Director Chairman – Audit Committee

Sl. No.	Name of Company	Nature of Office
4.	Hero Corporate Services Limited	Director Chairman – Audit Committee
5.	Hero Honda Motors Limited	Director Member – Audit Committee Member – Shareholders Grievance Committee
6.	Manisha Commercial Limited	Director
7.	Ultima Finvest Limited	Director
8.	Sera Com (P) Limited	Director
9.	Shriram Holographics Pvt. Limited	Director
10.	Shriram Pistons & Rings Limited	Director

**GEN. (RETD.) VED PRAKASH MALIK**

Gen. (Retd.) Malik born on November 1, 1939 joined the Board of the Company on May 4, 2001 as an Additional Director. He retired as Chief of the Indian Army in September, 2000. During his distinguished career in the army, he served the nation with utmost sincerity and dedication in recognition of which he was bestowed with many prestigious awards including among others, the Ati Vishista Seva Medal (AVSM) and the Param Vishishta Seva Medal (PVSM), the highest national award for distinguished services. During his tenure in the army, what lead him from one success to another were his excellent management skills which precisely are the areas of his expertise. Since his appointment as a Director, he has been regularly making valuable contributions in the meetings of the Board of Directors and Remuneration Committee held from time to time. Gen. (Retd.) Malik is presently holding the membership of the Board / Committee(s) of the following Companies:

Sl. No.	Name of Company	Nature of Office
1.	Hero Honda Motors Limited	Director Member – Remuneration Committee
2.	BSES Limited	Director

**MR. BRIJMOHAN LALL MUNJAL**

Mr. Brijmohan Lall Munjal, born on July 1, 1923 is presently the Chairman of the Board of the Company and is also the Chairman of Hero Cycles Limited and Munjal Showa Ltd.

He has come a long way in his corporate journey with his distinct qualities of leadership, entrepreneurship and vision. Mr. Lall has steered the Group to national and international recognition and the Group enjoys a number of firsts. Hero Cycles is the largest

manufacturer of bicycles in the world. Hero Honda manufactures the largest number of two-wheelers in the world. The Company is today rated among the top three Indian Companies as per the survey conducted by Far Eastern Economic Review.

Mr. Brijmohan Lall is a Honorary Member of the Indian Institute of Industrial Engineering. He is the Past President of Confederation of Indian Industry (CII), Society of Indian Automobile Manufacturers (SIAM) and was a Member of the Board of the Country's Central Bank (Reserve Bank of India).

In recognition of his immense contribution to the Indian industry, many awards have been conferred upon Mr. Lall, prominent among them are:

- The Businessman of the Year (1994) – Business India.
- Business Leader of the Year (1999) – Business Baron.
- Sir Jehangir Ghandy Medal for Industrial Peace (2000) –XLRI.
- Entrepreneur of the Year (2001) – Ernst & Young.
- Entrepreneur of the Year (2002) – Business Standard.
- Giants International Award in the field of Business & Industry.
- Business Leadership Award (2002) – MMA.

Mr. Brijmohan Lall Munjal is presently holding the membership of the Board of the following Companies:

Sl. No.	Name of Company	Nature of Office
1.	Hero Honda Motors Limited	Director
2.	Munjal Auto Industries Limited	Director
3.	Hero Cycles Limited	Director
4.	Hero Financial Services Limited	Director
5.	Hero Honda Finlease Limited	Director
6.	Munjal Showa Limited	Director
7.	Sunbeam Auto Limited	Director
8.	Rockman Inv. Pvt. Limited	Director
9.	Munjal Brothers Pvt. Limited	Director
10.	Easy Bittl Pvt. Limited	Director

The relevant information pursuant to the Clause 49 VI (A)(c) of the Listing Agreement regarding Mr. Aoshima and Mr. Nakayama has been provided in the Explanatory Statement to Item Nos. 8 & 9 of this Notice.



## 20th ANNUAL REPORT 2002-03

**Nomination Request Form**  
**(For Shares held in physical form)**  
**(To be Submitted in Duplicate)**

To  
 Hero Honda Motors Limited  
 34, Community Centre,  
 Basant Lok, Vasant Vihar,  
 New Delhi-110 057

From \_\_\_\_\_  
 \_\_\_\_\_  
 Folio No. \_\_\_\_\_  
 \_\_\_\_\_  
 No of Shares \_\_\_\_\_  
 \_\_\_\_\_

I am/we are holder(s) of Shares of the Company as mentioned above. I/We nominate the following person(s) in whom all rights of transfer and/or amount payable in respect of shares shall vest in the event of my/our death.

<b>Nominee's Name</b>		<b>Age</b>										
<b>To be furnished in case the nominee is a minor</b>				<b>Date of Birth</b>								
<b>Guardian's Name*</b>												
<b>Occupation of Nominee Tick (✓)</b>	1	Service		2	Business		3	Student		4	Household	
	5	Professional		6	Farmer		7	Others				
<b>Nominee's Address</b>								<b>Pin Code</b>				
<b>Telephone No.</b>								<b>Fax No.</b>				
<b>E-mail Address</b>								<b>STD Code</b>				
Specimen signature of Nominee/ Guardian (in case nominee is a minor)												

\*To be filled in case nominee is a minor

Kindly take the aforesaid details on record.

Thanking you,  
 Yours faithfully

Name of the holder(s) (as appearing on the Certificate(s))		Signature as per specimen recorded with company
Sole/ 1 <sup>st</sup> holder		
2 <sup>nd</sup> holder		
3 <sup>rd</sup> holder		
4 <sup>th</sup> holder		

Signature of two Witnesses

Name and Address		Signature with date
1.		
2.		



**INSTRUCTIONS**

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
2. The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the shares are held jointly, all joint holders will sign (as per the specimen registered with the Company) the nomination form.
3. A minor can be nominated by a holder of shares and in that event the name and address of the Guardian shall be given by the holders.
4. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder.
5. Transfer of shares in favour of nominee and repayment of amount to nominee shall be a valid discharge by a company against the legal heir.
6. Only one person can be nominated for a given folio.
7. Details of all holders in a folio need to be filled; else the request will be rejected.
8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the company) and (b) the nominee.
9. Whenever the shares in the given folio are entirely transferred or transposed with some other folio, then this nomination will stand rescinded.
10. Upon receipt of a duly executed nomination form, the Registrar and Transfer Agent of the company will register the form and allot a registration number. This number and folio no. should be quoted by the nominee in all future correspondence.
11. The nomination can be varied or cancelled by executing fresh nomination form.
12. The company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.

**FOR OFFICE USE ONLY**

Nomination Registration Number

Date of Registration

Checked by and Signature of Employee

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