

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- Hero Nagar G. T. Road NA
Ludhiana
Ludhiana
Punjab
141003
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Public Company | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	99.57

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	HYM DRIVE SYSTEMS PRIVATE	U35999PB2022PTC055274	Joint Venture	90
2	HERO EDU SYSTEMS PRIVATE L	U34100UP2022PTC175717	Subsidiary	100
3	HERO MOTORS THAI LIMITED		Subsidiary	99.99
4	HEWLAND ENGINEERING LTD		Subsidiary	51

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	380,000,000	353,578,380	353,578,380	353,578,380
Total amount of equity shares (in Rupees)	3,800,000,000	3,535,783,800	3,535,783,800	3,535,783,800

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	380,000,000	353,578,380	353,578,380	353,578,380
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	3,800,000,000	3,535,783,800	3,535,783,800	3,535,783,800

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	99,500,000	20,971,941	20,971,941	20,971,941
Total amount of preference shares (in rupees)	995,000,000	209,719,410	209,719,410	209,719,410

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	99,500,000	20,971,941	20,971,941	20,971,941
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	995,000,000	209,719,410	209,719,410	209,719,410

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	834,309	33,762,824	34597133	345,971,330	345,971,330	

Increase during the year	0	0	0	3,189,812,4	3,189,812,0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				3,189,812,4	3,189,812,0	
Allotment-Scheme of Arrangement between HCL &						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	834,309	33,762,824	34597133	3,535,783,8	3,535,783,0	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	20,971,941	20971941	209,719,410	209,719,410	
i. Issues of shares	0	20,971,941	20971941	209,719,410	209,719,410	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Not Applicable						
At the end of the year	0	20,971,941	20971941	209,719,410	209,719,410	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="30/12/2022"/>		
Date of registration of transfer (Date Month Year)	<input type="text" value="29/12/2022"/>		
Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text" value="87,110"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>

Ledger Folio of Transferor		DPID:IN302679,31494909	
Transferor's Name	HERO	CYCLES	LIMITED
	Surname	middle name	first name
Ledger Folio of Transferee		DPID:IN303622, 10028536	
Transferee's Name	SOUTH	ASIA	EBT TRUST
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		29/12/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	25,947,024	Amount per Share/ Debenture/Unit (in Rs.)	10

Ledger Folio of Transferor		DPID:IN302679,31494909	
Transferor's Name	HERO	CYCLES	LIMITED
	Surname	middle name	first name
Ledger Folio of Transferee		DPID:IN303622, 10070104	
Transferee's Name	SOUTH	ASIA	GROWTH INVEST LLC
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee		<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	33,330,000	10	333,300,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			333,300,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	900,000,000	0	566,700,000	333,300,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

10,552,752,000

(ii) Net worth of the Company

3,556,092,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	9,400,047	2.66	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	291,562,304	82.46	0	0
10.	Others	0	0	0	0
	Total	300,962,351	85.12	0	0

Total number of shareholders (promoters)

5

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	2,602,880	0.74	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	23,979,015	6.78	0	0
10.	Others Persons resident outside India	26,034,134	7.36	20,971,941	100
	Total	52,616,029	14.88	20,971,941	100

Total number of shareholders (other than promoters)

13

**Total number of shareholders (Promoters+Public/
Other than promoters)**

18

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	12	5
Members (other than promoters)	4,294	13
Debenture holders	2	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	2	1	1	0.2	2.66
B. Non-Promoter	0	2	1	3	0	0
(i) Non-Independent	0	0	1	1	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	1	0	0
Total	1	4	2	5	0.2	2.66

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PANKAJ MUNJAL	00005330	Director	9,400,047	
ABHISHEK MUNJAL	05355274	Whole-time director	706,210	
AMIT GUPTA	02990732	Managing Director	0	
KESHAV MISRA	00133702	Director	0	
SRIDHAR NARAYAN	00137243	Nominee director	0	
KULBIR SINGH	00204829	Additional director	0	
PRATIBHA GOYAL	07174666	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DARPAN VASHISHTHA	ACGPV3123M	CFO	0	13/10/2023
SHEEBA DHAMIJA	AOQPD2275L	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

14

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PANKAJ MUNJAL	00005330	Managing Director	30/04/2022	Cessation
CHARU MUNJAL	00005811	Director	09/09/2022	Cessation
PAWAN PURI	02231570	Director	01/03/2023	Cessation
PRERNA JOSHI	APEPJ2459P	Company Secretar	02/05/2022	Cessation
PANKAJ MUNJAL	00005330	Additional director	30/05/2022	Appointment
AMIT GUPTA	02990732	Managing Director	09/09/2022	Appointment
ABHISHEK MUNJAL	05355274	Whole-time directo	09/09/2022	Change in designation
KULBIR SINGH	00204829	Additional director	01/02/2023	Appointment
KESHAV MISRA	00133702	Director	09/09/2022	Appointment
SRIDHAR NARAYAN	00137243	Nominee director	04/01/2023	Appointment
DARPAN VASHISHTHA	ACGPV3123M	CFO	01/05/2022	Appointment
SHEEBA DHAMIJA	AOQPD2275L	Company Secretar	01/05/2022	Appointment
PANKAJ MUNJAL	00005330	Director	30/12/2022	Change in Designation
KESHAV MISRA	00133702	Director	30/12/2022	Change in Designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRA ORDINARY GENERAL MEETING	02/12/2022	5	5	100
ANNUAL GENERAL MEETING	30/12/2022	16	7	83.59
EXTRA ORDINARY GENERAL MEETING	04/01/2023	18	6	91.9
EXTRA ORDINARY GENERAL MEETING	13/02/2023	18	6	91.9
EXTRA ORDINARY GENERAL MEETING	06/03/2023	18	6	91.9

B. BOARD MEETINGS

*Number of meetings held

16

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/04/2022	5	3	60
2	30/05/2022	5	3	60
3	08/08/2022	5	4	80
4	01/09/2022	5	5	100
5	09/09/2022	4	3	75
6	19/10/2022	6	4	66.67
7	08/10/2022	6	4	66.67
8	01/12/2022	6	4	66.67
9	02/12/2022	6	4	66.67
10	19/12/2022	6	4	66.67
11	30/12/2022	6	4	66.67
12	03/01/2023	6	4	66.67

C. COMMITTEE MEETINGS

Number of meetings held

6

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	01/09/2022	3	3	100
2	Audit Committee	08/11/2022	3	3	100
3	Audit Committee	19/12/2022	3	3	100
4	Audit Committee	18/01/2023	3	3	100
5	Nomination & I	01/09/2022	3	3	100
6	CSR Committee	01/03/2023	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2023
								(Y/N/NA)
1	PANKAJ MUN	16	14	87.5	4	4	100	Yes
2	ABHISHEK M	16	16	100	1	1	100	Yes
3	AMIT GUPTA	11	11	100	1	1	100	No
4	KESHAV MISI	11	11	100	1	1	100	Yes
5	SRIDHAR NAI	4	4	100	0	0	0	Yes
6	KULBIR SING	2	1	50	0	0	0	Yes
7	PRATIBHA GO	16	3	18.75	6	6	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	ABHISHEK MUNJA	WHOLE TIME D	33,505,000	0	0	0	33,505,000
2	AMIT GUPTA	MANAGING DIR	24,000,000	0	14,458,789	0	38,458,789
	Total		57,505,000	0	14,458,789	0	71,963,789

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DARPAN VASHISH	CHIEF FINANCE	16,000,000	0	0	0	16,000,000
2	SHEEBA DHAMIJA	COMPANY SEC	1,872,000	0	0	0	1,872,000
	Total		17,872,000	0	0	0	17,872,000

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SURESH GUPTA

Whether associate or fellow

Associate Fellow

Certificate of practice number

5204

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

ABHISHEK MUNJAL
Digitally signed by
ABHISHEK MUNJAL
Date: 2023.11.29
21:27:22 +05'30'

DIN of the director

05355274

To be digitally signed by

SURESH KUMAR GUPTA
Digitally signed by
SURESH KUMAR
GUPTA
Date: 2023.11.29
21:27:50 +05'30'

Company Secretary

Company secretary in practice

Membership number

5660

Certificate of practice number

5204

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Form MGT-8.pdf
HML_List of shareholders.pdf
Clarification letter-NCDs.pdf
Details of Board Meetings.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company